

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of

Petrochemical Feedstock Association Limited

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

| Name of each subscriber | Authentication by each subscriber |
|-------------------------|-----------------------------------|
| Ms Synnove Norland | Ms Synnove Norland |

Dated 5/3/2013

Company Number:

ARTICLES OF ASSOCIATION
COMPANIES ACT 2006

ASSOCIATION LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF PETROCHEMICAL FEEDSTOCK ASSOCIATION
LIMITED
(Incorporated on)

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1. **Interpretation**

1.1 In these Articles:

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| Act | means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force; |
| Articles | mean these articles of association; |
| Association | means Petrochemical Feedstock Association Limited; |
| Executive Committee | means the board of directors of the Association; |
| Executive Committee Member | means a director of the Association; |
| Honorary Member | means a person who has been admitted to the membership of the Association as an honorary member with the rights set out in these Articles; |
| Member | means a person who has been admitted to the membership of the Association in accordance with the provisions of these Articles; |
| Ordinary Member | means a person who has been admitted to the membership of the Association as an ordinary member with the rights set out in these Articles; |
| Rule(s) | means such rules as issued by the Executive Committee, from time to time, in accordance with the provisions of Article 27, to implement the provisions set down in these Articles; |
| Secretary | means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association; and |
| Fee | means an annual fee that is determined by the Executive Committee from time to time in accordance with these Articles and which is |

payable by a Member in respect of his membership to the Association.

- 1.2 The headings in these Articles do not form part of them or in any manner affect the interpretation or construction of them.
- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Association.
- 1.4 The masculine includes the feminine and, where appropriate, the singular the plural.
- 1.5 In these Articles unless the context otherwise requires "person" shall include natural persons, firms, partnerships, companies, body corporates, corporations, unincorporated associations, organisations, governments, states, foundations and trusts (in each case whether or not having separate legal personality).

2. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of it being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 2.1 payment of the Association's debts and liabilities contracted before he ceases to be a Member;
- 2.2 payment of the costs, charges and expenses of winding up; and
- 2.3 adjustment of the rights of the contributions among themselves.

3. Exclusion of Model Articles

These Articles exclude the model articles.

4. Registered Office

The registered office for the Company will be situated in England. The Company may have an office or offices including administration in any other major city in Europe.

5. Objects

- 5.1 The Association is established for the following purposes:

- 5.1.1 to create an international group composed mainly of producers, consumers and traders involved in the business of buying and selling hydrocarbons for conversion primarily into petrochemicals;
- 5.1.2 to provide a forum for those involved in the business for exchanging views and stimulating discussion on current and future trends in the supply and utilisation of Petrochemical Feedstock; and
- 5.1.3 to disseminate information about the industry and related activities through quarterly meetings with suitably qualified guest speakers, formation of committees and sub-committees to study technical and logistical issues of general concern, publication of findings and advising members of their implementation in the industry.

6. Not for Distribution

- 6.1 The income and property of the Company shall be applied solely in promoting the object of the Company as set out in Article 5.
- 6.2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of:
 - 6.2.1 reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - 6.2.2 any interest on money lent by any Member or any director at a reasonable and proper rate;
 - 6.2.3 reasonable and proper rent for premises demised or let by any Member or director; or
 - 6.2.4 reasonable out-of-pocket expenses properly incurred by any director.

7. Members

- 7.1 Such persons as have been validly admitted to membership as at the date of adoption of these Articles shall be Members of the Association. Following the adoption of these Articles, such other persons who are admitted to membership in accordance with these Articles and the Rules shall also be Members of the Association. Membership shall not be transferable.

- 7.2 The Executive Committee is entitled to accept or refuse the admission of a member into the Association.
- 7.3 No individual or legal entity can claim membership without previously having his membership approved by the Executive Committee and after having paid its Fees.
- 7.4 Attendance at activities of the Association shall be limited to the individual Member and if the Member is a legal entity two persons appointed by such legal entity Member, except where the Executive Committee determines otherwise.
- 7.5 Each Member may appoint a representative empowered to exercise the rights of the said member and to represent him. Such appointments and replacements of representative must be notified to the Executive Committee ahead of any meeting which the representative is due to attend on behalf of the Member.
- 7.6 Any Member may resign by giving written notification of his intention to the Executive Committee. The resigning Member shall be required, however, to pay all fees owing at the time of resignation and shall cease to have any rights to services and activities of the Association
- 7.7 The Executive Committee can decide to withdraw membership from any Member where:
- 7.7.1 it considers that the activities of that Member have become incompatible with the objects of the Association; or
- 7.7.2 the Member refuses or is unable to pay his Fees; or
- 7.7.3 the Member goes into liquidation or is declared bankrupt; or
- 7.7.4 the Member being a company is dissolved.

8. Cessation of Membership

- 8.1 A member shall cease to be a Member if:
- 8.1.1 before 31 December in any year, he gives at least 28 clear days' notice to the Association of his desire to retire from membership;
- 8.1.2 he fails to pay any Fees that have been decided by the Executive Committee or the Members in accordance with these Articles in respect of that year, within the time specified for payment by the Executive Committee;

8.1.3 he is expelled from the Association in accordance with the Association's disciplinary procedure set out in the Rules;

8.1.4 convicted on indictment of any criminal offence; or

8.1.5 he dies.

8.2 The Executive Committee shall have the discretion to waive the requirement under Article 8.1.4 for a Member to cease his membership on conviction or indictment of any criminal offence.

8.3 His name will then be deleted from the register of Members.

8.4 For the avoidance of doubt, a Member giving notice pursuant to Article 8.1.1 above shall not thereafter be liable in respect of any prescribed Fees for the year following that in which such notice shall have been given.

9. Categories of Members

Members shall be either:

9.1 Ordinary Members; or

9.2 Honorary Members.

10. Ordinary Members

Ordinary membership can be granted to individuals and legal entities habitually exercising their activities in the domain of the Feed-Stock industry or to those that can contribute to the Association's objectives. It can also be granted to individuals and entities offering services such as transport, distribution, trade, storage, studying and development of projects or other services relating to the Feedstock industry and its connected activities. Ordinary Members have full voting rights in any general meeting of the Association.

11. Honorary Members

Honorary membership can be granted by the Executive Committee to individuals or entities who, in the opinion of the Executive Committee, contribute in an outstanding way to the realisation of the aims of the Association or are distinguished by their action in favour of the Feedstock industry and its related activities. Honorary Members do not have voting right at the meetings of members.

12. Fees

- 12.1 Subject to any other provisions of these Articles, the Fees and the provisions relating to any rebates on Fees shall be fixed from time to time by the Executive Committee, and shall be reviewed annually.
- 12.2 The Fees shall be payable in advance on 1 January or as the Executive Committee may otherwise determine. Any Fees paid are non-refundable and no refunds shall be made in the event that a Member leaves part way through the year.
- 12.3 If a Member leaves prior to completion of their full year of membership with any Fees remaining unpaid then any unpaid Fees shall become payable immediately and such Member shall remain a creditor of the Association until such Fees are paid.
- 12.4 Save as provided in these Articles, any Fees not paid within one month of the due date of payment shall be deemed to be in arrears.

13. Annual General Meeting

- 13.1 The Association must hold a general meeting in each year as its annual general meeting ("AGM") in addition to any other meetings in that year, and must specify the meeting as the AGM in the notices calling it.
- 13.2 The AGM must be held at such time and place as the Executive Committee shall appoint.
- 13.3 The AGM shall be held each year and shall be presided over by the chairman of the Executive Committee or any other person designated by the meeting, at the time and place fixed by the Executive Committee.
- 13.4 Notwithstanding the powers granted by these Articles to the Executive Committee, the AGM may pass any resolution that will contribute to the fulfilment of the Association's objects.
- 13.5 The AGM shall be called by the Executive Committee by notice indicating the items on the agenda. Such notice shall be sent to all members at least 30 days in advance.
- 13.6 For the AGM it is a requirement to include in the Agenda: -
- 13.6.1 election of an Executive Committee Member;
- 13.6.2 approval of the financial report for the financial year as well as the proposed budget for the following year.

13.7 During the AGM, each Member shall have the right to one vote. Unless otherwise provided by the Articles, all resolutions shall be passed by a simple majority of the Ordinary Members present or represented at the meeting.

13.8 The resolutions of the AGM shall be written in the minutes, signed by the Secretary and the chairman of the Executive Committee and shall be kept by the Secretary, who shall hold them available to the members.

14. Extraordinary General Meetings

14.1 All general meetings other than AGM must be called extraordinary general meetings ("EGM").

14.2 The Executive Committee Members may, whenever they think fit, and must, on a requisition made in writing by a number representing at least one tenth of the total voting rights of Members all the Members having at the date of deposit of the requisition a right to vote at general meetings, whichever is the lesser, convene an EGM.

14.3 Any requisition made by the Members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Association.

14.4 On receipt of the requisition the Executive Committee must immediately proceed to convene an EGM.

14.5 If the Executive Committee does not proceed to convene an EGM within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may convene such a meeting.

15. Notice of Meetings

15.1 The notice shall specify the date, time and place of the general meeting and the general nature of the business to be conducted. Where the Executive Committee has determined, in relation to any general meeting that a Member shall be entitled to appoint a proxy to attend and vote instead of him the notice convening the meeting shall contain a statement to that effect.

15.2 The accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any person entitled to receive notice shall not invalidate the proceedings at that general meeting.

15.3 Every Member shall supply the Secretary with an address in the United Kingdom to which notices may be sent.

15.4 Notice of every general meeting shall be given to every Member (unless he shall have failed to supply to the Association an address within the United Kingdom to which notices may be sent) and to the accountants for the time being of the Association.

16. Quorum

16.1 No business may be transacted at any general meeting unless a quorum is present.

16.2 Save as otherwise provided in these Articles, 20 Members personally present is a quorum.

16.3 If within half an hour from the time appointed for the meeting a quorum of Members is not present, or, if during a meeting such a quorum ceases to be present:

16.3.1 if the meeting was convened on the requisition of Members, it must be dissolved; and

16.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Committee may determine and, if at the adjourned meeting a quorum of Members is not present within half an hour of the time appointed for the meeting, the Members present may form a quorum.

17. Chairman

The chairman, if any, of the Executive Committee shall act as chairman of the meeting, or, if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting, or if he is unwilling to act as chairman, the Executive Committee shall appoint one of their number to act as chairman of the meeting.

18. Adjournment

18.1 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

18.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

19. Passing of Resolutions

19.1 Unless a poll is demanded in accordance with Article 19.2 at any meeting, a declaration by the chairman that:

19.1.1 a resolution has been carried; or

19.1.2 carried unanimously; or

19.1.3 carried by a particular majority; or

19.1.4 lost; or

19.1.5 not carried by a particular majority,

and an entry to that effect in the book of proceedings of the Association are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

19.2 A poll can be demanded, before or on declaration of the result of the show of hands, by the chairman or by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

19.3 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

19.4 The demand for a poll may, before the poll is taken, be withdrawn. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

19.5 In computing the majority on a resolution put at any meeting of the Association reference is to be made to the number of votes cast for and against the resolution.

20. Voting Rights

20.1 Subject to any provisions of these Articles in relation to each membership category, any Member of the Association may attend and vote at the AGM or EGM of the Association.

20.2 No Member may vote at any meeting unless all the Fees or other monies then due from him to the Association has been paid.

20.3 Every member of the Association entitled to vote (or their duly appointed proxy) has one vote whether on a show of hands or by poll and no more.

21. Proxy Voting

21.1 A proxy must be appointed in writing under the hand of the appointer or is capable of being authenticated in such manner as the Executive Committee may determine (a "proxy notice").

21.2 The proxy notice must be deposited at the registered office of the Association not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote.

21.3 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

21.4 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.

21.5 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

21.6 A Member may vote either personally or by proxy (whether on a poll vote or otherwise).

21.7 A Member who is entitled to attend, speak or vote (either on a show of hand or on a poll) at a 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 Association by or on behalf of that person.

21.8 Unless a proxy notice indicates otherwise, it must be treated as:

21.8.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meetings, and

21.8.2 appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

21.9 A proxy notice must be in the following form:

Petrochemical Feedstock Association Limited

[I (or) We], (name) of (address), being [a member (or members)] of the above named Association, appoint (name) of (address), or, failing him, (name) of (address), as [my (or) our] proxy to vote in [my (or) our] name[s] and on [my (or) our] behalf at the [annual (or) extraordinary] general meeting of the Association to be held on (date) and at any adjournment.

Dated

(signature(s) of member(s))

22. Executive Committee

- 22.1 Subject to the provisions of the Act, the Memorandum of Association and these Articles, the affairs of the Association shall be managed by the Executive Committee, which may exercise all the powers of the Association. No alteration of the Memorandum or these Articles shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made.
- 22.2 The Executive Committee shall consist of at least six persons of whom at least three are Members of the Association or represent entities who are Members. Every Executive Committee Member shall be elected for a maximum term of three years by the Annual General Meeting and shall be eligible for re-election.
- 22.3 The Executive Committee shall elect from among its Members a chairman, Secretary and a treasurer. It may eventually appoint one or more committees or sub-committees consisting of Executive Committee Members.
- 22.4 The Executive Committee may at its discretion elect Members to the Executive Committee, subject to endorsement at the next Annual General Meeting, or replace existing Members from the Executive Committee, as from time to time may be necessary, for the unexpired term of his predecessor.
- 22.5 The Executive Committee may hold meetings at any time, but at least once every six months.

- 22.6 The quorum needed for the Executive Committee meetings is at least a majority of the Executive Committee Members and resolutions shall be adopted by simple majority vote of those present. The chairman shall not have a casting vote.
- 22.7 The resolutions of the Executive Committee shall be written in minutes to be signed by the Secretary and the chairman and shall be kept by the Secretary who shall make them available to all the Members of the Association
- 22.8 Subject to the powers of any general meetings of the Association, the Executive Committee shall have the broadest powers for the administration and management of the Association. All acts and undertakings on behalf of the Association shall be legally valid if signed by two members of the Executive Committee, one of whom must be the chairman or the treasurer, or the Secretary.
- 22.9 The Executive Members do not undertake by reason of their positions any personal obligations except the responsibility to exercise their mandate.

23. Removal of Executive Committee Members

23.1 The office of an Executive Committee Member shall be vacated if:

23.1.1 he is removed from office by virtue of the procedure set out under the Act; or

23.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

23.1.3 he becomes prohibited by law from being an Executive Committee Member; or

23.1.4 he is or may be suffering from mental disorder and either:

23.1.4.1 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

23.1.4.2 and 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

23.1.5 he resigns his office by notice in writing to the Association.

24. Conflict of Interest

- 24.1 If a proposed decision of the Executive Committee Members is concerned with an actual or proposed transaction or arrangement with the Association in which an Executive Committee Member is interested, that Executive Committee Member is not be counted as participating in the decision-making process for quorum or voting purposes.
- 24.2 But if Article 24.3 applies, an Executive Committee Member who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- 24.3 This paragraph applies when:
- 24.3.1 the Association by ordinary resolution disappplies the provision of the Articles which would otherwise prevent an Executive Committee Member from being counted as participating in the decision-making process;
 - 24.3.2 the Executive Committee Member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 24.3.3 the Executive Committee Member's conflict of interest arises from a permitted cause.
- 24.4 For the purpose of this Article, the following are permitted causes:
- 24.4.1 a guarantee given, or to be given, by or to an Executive Committee Member in respect of an obligation incurred by or on behalf of the Association;
 - 24.4.2 subscription, or an agreement to subscribe, for securities of the Association, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 24.4.3 arrangements pursuant to which benefits are made available to employees and Executive Committee Members or former employees and Executive Committee Members of the Association which do not provide special benefits for Executive Committee Members or former Executive Committee Members.
- 24.5 For the purposes of this Article, references to proposed decisions and decision-making processes include any Executive Committee Members' meeting or part of a Executive Committee Members' meeting.

24.6 Subject to Article 24.7, if a question arises at a meeting of Executive Committee Members or of a committee of Executive Committee Members as to the right of an Executive Committee Member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Executive Committee Member other than the chairman is to be final and conclusive.

24.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Executive Committee Members at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

25. Appointment of Secretary

25.1 The Secretary of the Association must be appointed by the Executive Committee Members for such term and upon such conditions as they think fit.

25.2 The Executive Committee members may, if they consider reasonable, terminate the Secretary's appointment.

26. Accounts

26.1 The Executive Committee Members must ensure that proper books of account are kept in respect of:

26.1.1 all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place; and

26.1.2 the assets and liabilities of the Association.

26.2 The books of account must be kept at the registered office of the Association, or at such other place or places as the Executive Committee think fit, and must always be open to the inspection of the Executive Committee.

26.3 The Executive Committee must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Association, or any of them, are to be open to the inspection of Members of the Association.

26.4 No Member who is not an Executive Committee Member has any right to inspect any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee.

27. Rules

The Executive Committee may from time to time make, alter and repeal any Rules they consider necessary or expedient or convenient for the proper conduct and management of the Association.

28. Electronic Communication

28.1 Subject to any provisions in these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association.

28.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

28.3 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.

29. Delegation

29.1 The Executive Committee may delegate any of its powers to any sub-committee consisting of such of its Members as it thinks fit.

29.2 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the Executive Committee.

29.3 Any delegation of powers or appointment of a committee may be recalled or revoked by the Executive Committee Members at any time.

29.4 Subject to any Rules that may be prescribed by the Executive Committee in accordance with Article 27, the proceedings of a sub-committee with 2 or more Members shall be governed by the Articles regulating the proceedings of the Executive Committee so far as they are capable of applying.

30. Indemnity

- 30.1 Subject to Article 30.2, a former or existing Executive Committee Member of the Association may be indemnified out of the Association's assets against any liability incurred by that Executive Committee Member in connection with any negligence, default, breach of duty or breach of trust in relation to the Association.
- 30.2 Article 30 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.

31. Insurance

The Executive Committee may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Executive Committee Member in respect of any loss or liability which has been or may be incurred in connection with that Executive Committee Member's duties or powers in relation to the Association.

32. Notices

- 32.1 The Association may deliver a notice or any other document permitted by these Articles to a Member:
- 32.1.1 by delivering it by hand to the address last supplied by the Member;
 - 32.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address supplied by the Member;
 - 32.1.3 by fax to a fax number notified by the Member in writing;
 - 32.1.4 by electronic mail to an address notified by the Member in writing; or
 - 32.1.5 by a website the address of which shall be notified by the Member in writing.
- 32.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 32.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 32.4 If a notice or document is sent by post or other delivery service not referred to below it is treated as being delivered 72 hours after it was posted or given to deliver agents unless the contrary is proved to the satisfaction of the Executive Committee.

32.5 If a notice or document is sent by fax, it is treated as being delivered at the time it was sent.

32.6 If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent.

32.7 If a notice or document is sent by website, it is treated as being delivered:

32.7.1 when the material was first made available on the website; or if later

32.7.2 when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

33. Dissolution

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property of the Association, the same shall not be paid or distributed to the Members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association such institution or institutions to be determined by the Members in general meeting at or before the time of dissolution.