**LIMITED COMPANY – CORPORATE TRUSTEE**

**DOCUMENTATION NOTES**

**DRAFT DEED OF PARTICIPATION**

**FOR THE PURPOSE OF A GROUP COMPANY PARTICIPATING IN A STAND ALONE**

**GROUP LIFE ASSURANCE SCHEME SUITABLE FOR EXCEPTED GROUP LIFE POLICIES UNDER THE**

**INCOME TAX (TRADING AND OTHER INCOME) ACT 2005**

This document has been prepared by Risk Assurance Management Limited based on the Company’s understanding of current legal and tax considerations. Please note, however, that it is provided for guidance only and the Company cannot accept any responsibility for its accuracy or legality. Users are therefore recommended to seek independent legal advice to ensure that a suitable document is developed to meet their specific requirements

**Scheme Commencement Date:**

**Name of Scheme:**

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| **THIS DEED** is dated and made  |

BETWEEN:

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| (1)[***name***], (the “Principal Employer”), registered in England and Wales as company number [***number***] and having its registered office at [***address***]; (2)[***name***], (the “Trustee”), registered in England and Wales as company number [***number***] and having its registered office at [***address***]; and(3) [***name***], (the “New Participating Employer”), registered in England and Wales as company number [***number***] and having its registered office at [***address***]. |

**BACKGROUND:**

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| (A) The [***name of scheme***] (the “Scheme”) was established by a declaration of trust dated [***date***] entered into by the Principal Employer and the Trustee (the “Trust Deed”) and is governed by the rules appended thereto (the “Rules”).  |
| (B) The Trustee is the sole trustee of the Scheme. The Principal Employer is currently the Principal Employer for the purposes of the Scheme.  |
| (C) By clause 7 of the Trust Deed, a company wishing to participate in the Scheme shall enter into a deed by which it covenants with the Trustee to comply with and observe the provisions of the Scheme as they apply to a Participating Employer. |
| (D) The New Participating Employer wishes to participate in the Scheme with effect from [***date***] and agrees to the covenants given herein and Principal Employer and the Trustee hereby give their consent to its participation in the Scheme. |

**NOW THIS DEED PROVIDES** as follows:

# Interpretation

In this Deed words and expressions shall, unless the context otherwise requires, have the same meanings as in the Trust Deed and Rules.

# Participation of the New Participating Employer

* + 1. The New Participating Employer hereby covenants with the Trustee and the Principal Employer to comply with the provisions of the Trust Deed and Rules as they apply to a Participating Employer and covenants to pay to the Trustee such amounts as are required to pay the premiums under the Policy in respect of the New Participating Employer’s Members and such share of the expenses incurred by the Trustee in connection with the management and administration of the Scheme as may from time to time be agreed between the New Participating Employer and the Trustee.
		2. In exercise of its power under clause 7 of the Trust Deed and all other powers thereby enabling it, the Trustee hereby admits the New Participating Employer to participation in the Scheme with effect from [***date***] and the Principal Employer hereby consents to the Participating Employer being so admitted.

# General

* + 1. This Deed shall take effect as on and from [***date***].
		2. The Contracts (Rights of Third Parties) Act 1999 shall not apply to this Deed.
		3. This Deed, and any non-contractual obligations arising from or connected with it, shall in all respect be governed by and interpreted according to the laws of England and the English courts shall have exclusive jurisdiction over any claim or matter arising under or in connection with this Deed and any such non-contractual obligations.
		4. This Deed may be executed in any number of counterparts, which shall together constitute one deed. Any party to this Deed may enter into this Deed by signing any such counterpart.

**IN WITNESS** whereof these presents have been executed as a deed on the day and year first above written.

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| **EXECUTED** as a deed by [***name of Principal Employer***] acting by: | )))) ……………………………………….. *Director* ……………………………………….. *Director / secretary* |

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| **EXECUTED** as a deed by [***name of Trustee***] acting by: | )))) ……………………………………….. *Director* ……………………………………….. *Director / secretary* |

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| **EXECUTED** as a deed by [***name of New Participating Employer***] acting by: | )))) ……………………………………….. *Director* ……………………………………….. *Director / secretary* |