

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a share capital

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# Memorandum

and

# Articles of Association

of The Publishers Association Limited

Company Number: 3282879

Incorporated on 22nd November 1996

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## **The Companies Acts 1985 to 2006**

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

#### MEMORANDUM OF ASSOCIATION

of The Publishers Association Limited

1. The Company's name is The Publishers Association Limited.
2. The Company's Registered Office is to be situated in England & Wales.
3. The Company's objects are:

To serve and promote by all lawful means the interest of book, journal and electronic publishers, and to protect those interests;

To provide such services to the members as are determined by the Council from time to time;

And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To raise funds, whether by the levying of subscriptions by the Company, by means of donations from companies and other business concerns, by private or public appeals or otherwise, and to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from any national or international health, welfare, educational, social or cultural organisation or from International or European institutions for or on behalf of the Company, or any person or body of persons pursuing any object which this Company is authorised to carry on, and to take and accept gifts of property, whether subject to any special trust or not, for the objects of the Company.
- (B) To carry on any trade or business whatsoever which can in the opinion of the Council be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (D) To borrow or raise money for the purposes of the Company on such terms and on such security as the Council shall think fit, and whether by the creation and issue of debentures or debenture stock or otherwise.
- (E) To receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.

- (F) To invest and deal with the monies of the Company not immediately required for its purposes in or upon such investments or securities and in such manner as may from time to time be determined, subject nevertheless to such conditions (if any) and such consents (if any) as may from the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To sell, mortgage, improve, manage, turn to account, exchange, let, or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be expedient for the promotion of its objects.
- (H) To make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (I) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (J) To do all such other things as are necessary for the attainment of the objects of the Company or any of them.

**Provided that:-**

- 4. The income and property of the Company, wheresoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association,

**Provided** that nothing herein shall prevent the payment in good faith, by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
  - (b) of interest on monies lent by any member of the Company or of its Council or governing body at a rate per annum to be agreed by the Council;
  - (c) of fees, remuneration or other benefit in money or monies' worth to a company or other corporate entity of which a member of the Council or governing body may be a member;
  - (d) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council or governing body;
  - (e) to any member of its Council or governing body for out-of-pocket expenses.
- 5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Company shall cease to be a company to which section 30 of the Companies Act 1985 applies.
  - 6. The liability of the members is limited.
  - 7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £100.00) to the assets of the Company if it should be wound up while he is a member or within one year after he ceased to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If, upon the winding up or dissolution of the Company, 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 Company, but shall be given or transferred to some other institution or institutions having objects the same as or similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect can not be given to this provision, then to some other object as near as may be to that of the Company.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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Instant Companies Limited  
1, Mitchell Lane  
Bristol  
BS1 6BU

Swift Incorporations Limited  
1, Mitchell Lane  
Bristol  
BS1 6BU

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Dated the 18th day of November 1996

Witness to the above signatures

Mark Anderson  
1, Mitchell Lane  
Bristol  
BS1 6BU

**The Companies Acts 1985 to 2006**

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

**NEW ARTICLES OF ASSOCIATION**

of The Publishers Association Limited

(adopted by special resolution dated 5<sup>th</sup> February 2009)

**1. GENERAL**

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

<b>WORDS</b>	<b>MEANINGS</b>
Act	The Companies Acts 1985 to 2006 and every statutory modification and re-enactment thereof for the time being in force.
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given to be given or on which it is to take effect.
Company	The above-named Company.
Council	The Council of the Company constituted in accordance with these Articles the members of which will for all purposes be the directors of the Company.
Electronic form, electronic means, and hard copy form	As in section 1168 Companies Act 2006.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
Member	A member of the Company, except where the context otherwise provides.
Month	Calendar month.

PA (SME) member	A member within a category designated (with such name as the Council may approve) pursuant to Article 3b from time to time (and PA (SME) membership will be construed accordingly).
Publisher	Person engaged in the selection for publication and the editing, production, distribution and sale of books, journals or electronic publications.
Subscription Regulations	The Company's subscription regulations approved by the Council from time to time in respect of which the Council may, subject to the provisions of these Articles, determine different rates, frequencies and methods of payment of subscription for different categories of members.
United Kingdom	Great Britain and Northern Ireland.

- b) Words importing the masculine gender shall include the feminine and neuter genders, and vice versa. Words importing persons shall include corporations. Words importing the singular shall include the plural and vice versa.
- c) References to writing and written include in electronic form.
- d) Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The Company is established for the purposes expressed in the Memorandum of Association.

### 3. Membership

#### a) *Membership criteria*

- i) The Council shall decide upon all applications for membership. The Council shall only grant membership to an applicant if it is satisfied that the applicant is a bona fide publisher carrying on the business of publishing within the United Kingdom.
- ii) In determining whether an applicant for membership should be granted membership the Council shall have regard in particular to the following criteria;
  - (1) Whether the applicant is engaged in the United Kingdom in the business of commissioning, producing and issuing original works of copyright in a form and quantity suitable for sale to the general public;
  - (2) Whether the applicant by virtue of its business practice is deemed to be more than just a subsidy or vanity publisher;
  - (3) Whether the applicant has a registered office in the United Kingdom; and
  - (4) Whether the United Kingdom market is a principal or significant focus of the applicant's publishing activities.

The Council normally shall not grant membership to an applicant who does not satisfy each of the above criteria, but otherwise (and subject to Article 3a(i)) the

Council shall have absolute discretion to grant or refuse membership to any applicant.

- iii) Subject to Article 3d, the Council may at any time decide to discontinue the membership of any member who the Council believes has ceased to meet the criteria for membership set out in Articles 3a(i) and 3a(ii).

b) *PA (SME) membership*

The Council may from time to time set criteria for PA (SME) membership in one or more categories.

c) *Applications for membership*

- i) Any applicant wishing to become a member of the Company shall apply in the form and manner prescribed by the Council. Any application is subject to the conditions set out in these Articles;
- ii) The Council may delegate its powers under this Article either in whole or in part to the Secretary and/or such members of the staff of the Company as it thinks fit;
- iii) The Council will use its best endeavours to process any application for membership which it receives as promptly as possible and, in any case, the Council shall process any application within four months of receiving any information which it asks the relevant applicant to provide under Article 3c(iv);
- iv) The Council may, before making its final decision in relation to any application for membership, publish the name and address of the applicant to such members as it thinks fit;
- v) The Council may require an applicant to provide to it such information as it thinks necessary properly to assess that applicant's application. The Council may also conduct any investigation or make any enquiry which it thinks necessary properly to assess that application, including any investigation which it thinks necessary properly to assess and/or verify any information which the applicant provides to the Council in support of its application;
- vi) If the Council decides to grant membership to an applicant (whether on application, or following appeal under Article 3e it shall promptly notify the applicant in writing;
- vii) If the Council decides to refuse an applicant membership, it shall promptly notify the applicant in writing of its decision. The applicant may by notice in writing require the Council to give reasons for its decision. The applicant must give such notice to the Council within 21 days of receiving notice from the Council of its decision. If the applicant gives the Council such notice, the Council shall notify the applicant of the reasons for its decision;
- viii) An applicant may request the Council to reconsider any decision to refuse that applicant membership. Any such request must be in writing. The applicant may also make such written submissions to the Council as it thinks fit in support of its request. The applicant shall make any such request, and provide any such submissions, with 21 days of receiving from the Council notice of its reasons for such refusal;

- ix) Upon receiving any request from an applicant under Article 3c(vii), the Council shall duly reconsider its decision, taking into account any submissions provided by the applicant in support of that request. The Council shall promptly notify the applicant of its eventual decision.
  
- d) *Discontinuation of membership*
  - i) Where the Council decides to discontinue the membership of any member, either in accordance with Article 3a(iii) or otherwise, it shall notify the member in writing of its intention to do so. The member may, by notice in writing require the Council to give reasons for its proposed decision. The member must give such notice to the Council within 21 days of receiving notice from the Council of the decision. If the member gives such notice, the member shall be notified of the reasons for its proposed decision;
  - ii) A member may request the Council to reconsider any decision which it takes to discontinue that member's membership. Any such request must be in writing. The member may also make such written submissions to the Council as it thinks fit in support of its request. The member shall make any such request, and provide any such submissions, within 21 days of receiving notice from the Council notice of its reasons for any such decision;
  - iii) Upon receiving any request from a member under Article 3d(ii), the Council shall reconsider its decision, taking into account any submissions provided by the member in support of that request. The Council shall promptly notify the member of its eventual decision.
  
- e) *Appeals against decisions by the Council in relation to membership*
  - i) Where the Council decides not to grant membership to an applicant in accordance with Article 3c(viii), or decides to discontinue the membership of a member in accordance with Article 3d(iii) the applicant or member may appeal against the Council's decision;
  - ii) An applicant or member who wishes to appeal against a decision by the Council under Article 3d(i) shall give notice in writing to the Council within 21 days of receiving notice of the Council's decision;
  - iii) Both parties shall bear their own costs associated with any such appeal, except that the parties shall share evenly any costs incurred in connection with appointing the person chosen to hear the appeal under Article 3e(iv), and that person's costs associated with hearing the appeal;
  - iv) Any appeal made under this Article shall be heard by a suitably qualified independent third party, to be agreed by the Company and the appellant, or where the Company and the appellant cannot reach such agreement within 21 days of the Council receiving notice from the appellant under Article 3e(ii), by the President of the Law Society of England and Wales;
  - v) The person chosen to hear any such appeal may adopt such procedures as he thinks fit, but those procedures must provide both the Company and the appellant with an appropriate opportunity to make such submissions, and to present such material, as they consider necessary for him or her to properly reconsider the Council's decision;



- vi) The decision of the person chosen to hear any such appeal shall be final and binding on the parties. The person chosen to hear any such appeal shall promptly notify the parties of his decision. As appropriate, the Council shall then promptly:
  - (1) confirm or reverse its original decision; or
  - (2) inform the appellant that it intends to reconsider its original decision;
- vii) Where Council decides to reconsider its original decision, it shall do so in accordance with the relevant procedures set out in these Articles.

#### **4. Obligations of Membership**

The obligations of membership are to comply with their obligations arising under or pursuant to these Articles and the Memorandum of Association and in particular:

- a) To comply with the general policy of the Company.
- b) To pay subscriptions due, as provided in Article 5.

#### **5. Subscriptions**

- a) Each member shall pay such annual subscriptions as may from time to time be determined by the Council. Subject to Article 5b, annual subscriptions for membership shall be payable in advance, i.e. on or before the first day of January in each year.
- b) Annual subscriptions for PA (SME) membership shall be paid on becoming a member and on each subsequent anniversary (each such year being a **membership year**).
- c) The basic membership subscription to the Company shall be based on the member's full total turnover from publishing activities or, in the case of PA (SME) members, may be set by the Council from time to time, in each case as specified in the Subscription Regulations.
- d) For the purpose of determining the appropriate membership subscriptions, members shall be grouped into five "turnover bands" (which may be subdivided for the purposes of determining subscriptions payable) as specified in the Subscription Regulations, with a rate or rates for each band determined by the Council.
- e) It is a requirement of membership that, except as may be decided otherwise by the Council in any particular case, all the associated parts of any company or group which the Council considers to be under common control which are eligible for membership shall be members. In exercising its discretion under this paragraph, the Council shall normally require that companies which are required to consolidate their accounts by the appropriate legislation shall be regarded as being under common control.
- f) When two or more companies considered to be under common control pursuant to Article 5e group their turnover in accordance with the Subscription Regulations, with the result that one of them pays a subscription based on their aggregate turnover, the company which pays the subscription shall alone be entitled to receive notices of, and vote at, any General Meeting of the Company, and receive papers relating to and vote in any election of Officers or members of the Council of the Company.
- g) Any member whose subscription remains unpaid on the day before a General Meeting or any vote, poll or ballot of members shall not be entitled to exercise its vote in that vote, poll or ballot.

## **6. Commencement and termination of Membership**

- a) Subject to Article 6b, an applicant becomes a member at the meeting at which its application for membership is accepted by the Council, and when it has paid the appropriate subscription.
- b) An applicant becomes a PA (SME) member when the Council or its delegatee confirms to the applicant that its application for membership is accepted by the Company, and when it has paid the appropriate subscription and when the Council or its delegatee confirms to the applicant that any other criteria for membership have been met.
- c) Subject to Article 3e, the decision of the Council or, as the case may be, its delegatee as to whether or not to admit an applicant into membership is final, and the Council shall not be bound to give any reason for any such decision.
- d) To withdraw from membership, a member must give notice in writing to the Secretary of its intention of resigning, such notice to be received by the Secretary:
  - i) at least three months before the end of the calendar year, and to take effect on the last day of that calendar year; or
  - ii) in the case of a PA (SME) member, at least one month before the end of its membership year, and to take effect on the last day of such membership year.
- e) A member which gives notice after 30 September in any year of its intention of resigning from membership shall be regarded as remaining in membership throughout the subsequent year, except that a PA (SME) member which gives notice less than one month before the end of its membership year of its intention of resigning from membership shall be regarded as remaining in membership throughout the subsequent membership year. In each case such member shall be regarded as accepting all the obligations of membership and shall remain liable to the obligations of membership including the obligation to pay a subscription in that year, except that a member who has given notice of its intention of resigning is not obliged to comply with any particular policy of the Company.
- f) A member which has not paid the subscription determined by Council by the day before the Annual General Meeting in any year, or which has been declared bankrupt or ordered or resolved to be wound up, shall unless the Council otherwise determines cease to be entitled to any privileges of membership, but shall remain liable for all the obligations of membership including the obligation to pay a subscription in that year.
- g) The Council shall have the power to remove from membership any member which in the opinion of the Council has ceased to be eligible for membership or has acted in any way detrimental to the interests of the Company. Such decision must be approved by at least two thirds of the Council members present at the meeting at which it is made. Upon removal, a member shall cease to be entitled to any privileges of membership, but, except as decided by the Council, shall remain liable to the obligations of membership, including the obligation to pay a subscription in the year.
- h) A member removed under Article 6g above shall have the right to appeal to the next General Meeting of the Company by notice in writing received by the Secretary within three weeks of the decision of Council being communicated to it. Unless the Council's decision is endorsed at the next General Meeting in a vote by a majority of two-thirds of the votes cast at that General Meeting, the member shall be restored to membership on payment of any subscriptions due.

- i) The privileges of a member shall not be transferable and any member of the Company shall cease to be a member of the Company if being an individual he shall die or become of unsound mind.

## **7. Council**

The business of the Company shall be conducted by the Council which shall consist of the President, Immediate Past President, and Vice-President of the Company, twelve elected members, the chairmen of such Divisions or Groups as the Council may from time to time decide, not exceeding six in number, and may co-opt a member as may have been invited under Article 10b.

## **8. Officers**

- a) The Officers of the Company consist of the President, the Immediate Past President, and the Vice-President, elected by the members, and the Secretary appointed by the Council. The President shall chair meetings of the Council and General Meetings of the Company and the Immediate Past President shall chair such meetings in the event of the unavoidable absence of the President. The Vice President shall perform the duties of the Treasurer, specified in Article 20.
- b) Any proprietor, partner, director or manager of a member is eligible for election as an elected Officer of the Company.
- c) In each year at the Annual General Meeting a Vice-President shall be elected to serve for a period of one year. At the end of his period as Vice-President he shall become President and serve as such for one year. At the end of his period as President he shall become Immediate Past President for a period of one year. A person shall not be eligible for election as Vice-President at the Annual General Meeting which takes place at the end of his period as Immediate Past President.
- d) In the case of a President resigning, dying or becoming incapacitated, the Vice-President shall assume the office of President, and shall serve as such until such time as he would normally have completed his term as President, whereupon he shall become Immediate Past President, in accordance with Article 8.
- e) In the case of a Vice-President resigning, dying or becoming incapacitated, or assuming the office of President in accordance with Article 8d, the Council shall appoint a suitable person to act as Vice-President until the next Annual General Meeting, at which a President and Vice-President will be elected in accordance with Article 8c.
- f) In the case of the Immediate Past President resigning, dying or becoming incapacitated, the Council shall appoint a suitable person to act in his place until the next Annual General Meeting.
- g) A person who has just completed service as an elected Officer shall not resume any uncompleted terms as an elected Council member, but shall be eligible to stand for election as an elected member of the Council for one term of three years, whereafter he shall not be eligible for re-election to the Council for a period of one year.

## **9. Council: Eligibility and period of service of members**

- a) Any proprietor, partner, director or manager of a member is eligible for election to the Council.

- b) Elected members of the Council shall be elected for a term of three years but shall be eligible for re-election for a second term of three years, whereafter he shall not be eligible for re-election to the Council for a period of one year.
- c) A person who has completed service as an *ex officio* member of Council under Article 10 shall not resume any uncompleted term as an elected Council member, but shall be eligible to stand for election as an elected member of the Council for one term of three years, whereafter he shall not be eligible for re-election to the Council for a period of one year. This paragraph shall not prevent a person standing as an Officer or as chairman of a Division or Group constituted pursuant to Article 23.
- d) A person who has completed service as a co-opted member of the Council shall not be prevented thereby from being nominated as a candidate for election as a member of the Council or from being elected or appointed an officer of the Company.
- e) The Council shall have the power to fill any vacancy arising among the elected members of the Council for the period until the next Annual General Meeting, at which time there shall be an election to fill the vacancy for a normal three year term.
- f) No proprietor, partner, director or manager of a member of the Company of which the due subscription remains unpaid at the date of nomination shall be eligible for nomination as a candidate or for any office in the Company.
- g) In addition and without prejudice to the provisions of Section 168 Companies Act 2006, the Company may by Special Resolution remove any member of the Council.
- h) The office of an elected Council member shall be vacated if:
  - i) He becomes bankrupt or makes arrangement or composition with his creditors generally;
  - ii) He becomes of unsound mind;
  - iii) By notice in writing to the Company he resigns his office;
  - iv) He ceases to hold office by virtue of any provision of the Act or he becomes prohibited by the law from being a director of a company;
  - v) He is deemed to resign his office by Article 11.

#### **10. Ex Officio and Co-opted Members of Council**

- a) The Council may invite no more than six chairmen of Divisions or Groups constituted pursuant to Article 23 to sit on the Council *ex officio*. The constitution of each such Division and Group (which must be approved by the Council) shall provide for the election or appointment of a chairman who may be invited to sit on the Council in accordance with this Article.
- b) The Council may at its discretion appoint each year not more than one person from among those eligible for nomination for election to the Council to serve on the Council as a co-opted member for a period not exceeding two years.
- c) Such *ex officio* and co-opted members shall enjoy the same privileges, rights and obligations of elected Council members, including the right to vote on resolutions.

## **11. Lapsing of Council members**

Any member of the Council absent from three consecutive meetings of the Council without leave of absence granted by resolution of the Council or an explanation satisfactory to the President, shall be deemed to have resigned his membership of the Council and the Council may proceed forthwith to fill the vacancy so created.

## **12. Voting procedures for election of elected Officers and Council members**

- a) Any person eligible to be elected and willing to serve as an Officer or as an elected member of Council may be proposed and seconded in the appropriate election by members.
- b) Forms inviting nominations for elected posts shall be sent to members by the Secretary on dates appointed by the Council which shall be sufficiently in advance of the Annual General Meeting to enable the elections to be properly held.
- c) Nomination forms, duly completed, shall be returned to the Secretary within 14 days of the date of their despatch.
- d) In the event of a contest, a list of candidates shall be prepared and sent, together with voting papers, to the members. These voting papers shall be returned to the Secretary, duly completed, within fourteen days of the date of their despatch.
- e) Members shall have the number of votes to which they are entitled under Article 18. Voting papers shall be marked with the appropriate number of votes by the Secretary before being sent to members. A member entitled to more than one vote shall cast all its votes together in one block in respect of each vacancy.
- f) Voting papers shall be completed by a person properly authorised on behalf of each member. The voting papers shall not be signed, but, when completed, shall be placed in blank envelopes, which shall then be sealed and placed in another envelope, addressed to the Secretary, and bearing the name of the member voting. The outer envelopes shall be opened and the names of the voters recorded by the Secretary, and the inner envelopes containing the voting papers shall be opened in the presence of two scrutineers appointed by the Council from the members, who shall count the votes and communicate the result to the Secretary, who shall (in the case of elected Officers) forthwith report the result of the election to all members, and (in the case of elected Council members) arrange for the result to be announced at the Annual General Meeting.
- g) The system of voting in elections for Officers shall be by the single transferable vote system, with votes cast in order of preference at the same time as casting the first preference vote.
- h) The system of voting in the election for members of Council shall be by simple majority, the candidate with the largest number of votes being elected first.
- i) In the event of a tie, the President shall resolve the issue by the toss of a coin.

## **13. Meetings of Council**

- a) The Council shall meet as frequently as it may determine save that it shall meet not less than six times each year.

- b) A Meeting of the Council shall be summoned at any time on the authority of the President, or, in the President's absence, of the Immediate Past President, or on a written requisition signed by two members of the Council and deposited with the Secretary.
- c) Seven members of the Council shall form the quorum for Council meetings.
- d) Notwithstanding the provisions of Article 14, a member of the Council is entitled to vote and be counted in the quorum in respect of any resolution concerning any contract, arrangement, transaction or proposal concerning insurance which the Company is empowered to purchase and/or maintain for the benefit of members of the Council or for the benefit of persons including members of the Council.

#### **14. Conflicts of interest requiring Council authorisation**

- a) The Council may, if the quorum and voting requirements set out in Article 14 are satisfied, authorise any matter that would otherwise involve a member of the Council (**relevant member of the Council**) breaching his duty under chapters 2 and 3 of part 10, Companies Act 2006 to avoid conflicts of interest.
- b) Any member of the Council (including the relevant member of the Council) may propose that the relevant member of the Council be authorised in relation to any matter which is the subject of such a conflict. The proposal and any authority given by the Council will be determined in the same way as any other matter proposed to and resolved by the Council under these Articles, except that the relevant member of the Council and any other member of the Council with a similar interest:
  - i) will not count towards the quorum at the meeting at which the conflict is considered;
  - ii) may, if the Council so decides, be excluded from any Council meeting while the conflict is under consideration; and
  - iii) may not vote on any resolution authorising the conflict, but except that, if he or they in fact vote, the resolution will be valid if it would have been passed even if the vote or votes had not been counted.
- c) Where the Council gives authority in relation to such a conflict:
  - i) the Council may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the relevant member of the Council and any other member of the Council with a similar interest as it deems appropriate, including, without limitation, the exclusion of the relevant member of the council and any other member of the Council with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the Council or otherwise) relating to the conflict;
  - ii) the relevant member of the Council and any other member of the Council with a similar interest must comply with any terms imposed by the Council from time to time in relation to the conflict;
  - iii) the authority may also provide that where the relevant member of the Council, and any other member of the Council with a similar interest, obtains information that is confidential to a third party, the relevant member of the Council or such other member of the Council, as the case may be, will not be obliged to disclose that

information to the Company, or to use the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;

- iv) the terms of the authority must be recorded in writing; and
- v) the authority may be withdrawn by the Council at any time.

#### **15. Annual General Meeting**

- a) The Annual General Meeting shall be held not later than the last day of June each year at some convenient place to be appointed by the Council.
- b) The business of the Annual General Meeting shall include:
  - i) The announcement of the results of the election of members to the Council in place of those who have retired or otherwise left the Council;
  - ii) The submission for approval of the General Meeting of the report by the Council of the work of the Company in the past year;
  - iii) The submission for the approval of the General Meeting of the audited Statement of Accounts for the past year;
  - iv) The appointment of auditors;
  - v) Such matters as the Council may raise for discussion by members, and resolutions pertaining thereto;
  - vi) Such matters as pursuant to these Articles may be raised by members, and resolutions pertaining thereto;
  - vii) Such resolutions for alterations to the Objects and these Articles as may be proposed;
  - viii) The taking of office of newly elected Officers.

#### **16. Resolutions and Agenda for Annual General Meeting**

- a) Not less than 14 clear days before the date set for the Annual General Meeting, the Secretary shall circulate a notice announcing the date and place of the meeting and setting out any business and formal resolutions proposed by the Council of which members have given notice they wish to be raised at the Annual General Meeting under Article 15.
- b) Members wishing to propose matters or formal resolutions as business for the Annual General Meeting pursuant to these Articles must give formal notice to the Secretary to this effect by the end of February in each year. All resolutions must be duly proposed and seconded by members.

#### **17. Notice**

- a) A General Meeting shall be called by 14 clear days' notice in writing. The notice shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to attend and vote at the meeting.

- b) Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by members representing not less than 90 per cent. of the total voting rights at such meeting of all members.
- c) Any notice to be given to or by any person pursuant to these Articles shall be in writing or shall be given by electronic means to an address for the time being notified for that purpose to the person giving the notice.
- d) The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the address registered with the Company from time to time or by leaving it at that address, or by giving it by electronic means to an address for the time being notified to the Company by the member for that purpose or by any other means authorised by the member concerned. If no such address is registered the member shall not be entitled to be served with any notice.
- e) Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served on 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 with an address within the United Kingdom shall be entitled to receive notices from the Company.
- f) Any notices, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.
- g) Notwithstanding anything in these Articles to the contrary, but subject to the Act, a notice of General Meeting may, instead of being sent to the member in any of the ways specified in Article 17d, be given to the member by the Company publishing the notice on a website and notifying the member concerned in accordance with the Act that it has been made available. A member shall be deemed to have agreed that the Company may give such notice by means of a website if the conditions set out in the Act have been satisfied.
- h) The accidental omission to give notice of a meeting to, or the non receipt of such notice by any person entitled to receive any notice thereof shall not invalidate any resolution passed, or any proceedings, at any meetings.

## **18. Extraordinary General Meetings**

- a) On the receipt by the President or Secretary of a written requisition, signed by or on behalf of not less than seven members, the Council shall call an Extraordinary General Meeting. Such an Extraordinary General Meeting shall take place within 28 days of the receipt of the requisition, and not less than 14 days' notice shall be given to all members by the Secretary. The notice shall state specifically the nature of the business to be considered and the resolution to be proposed. No other business shall be entertained.
- b) The Council may at any time direct an Extraordinary General Meeting to be called, subject to the same provisions as to notice set out in Article 18a.
- c) The place and the time of Extraordinary General Meetings shall be decided by the President, or in his absence by the Immediate Past President.



## 19. Attendance and Voting at General Meetings

- a) Any proprietor, partner, director or manager of a member properly authorised to do so may attend and, subject to Article 5f, shall be entitled to speak and vote at all General Meetings. Members may appoint a proxy to vote on their behalf by lodging appropriate authority with the Secretary before the meeting.
- b) The appointment of a proxy, whether made in hard copy form or in electronic form, shall be executed in such manner as may be approved by the Council from time to time.
- c) The instrument appointing a proxy if in hard copy form must be deposited with the Secretary at the Company's registered office and if in electronic form be received at any address to which the appointment of a proxy may be sent by electronic means pursuant to the Act, or to any other address specified by the Council for the purpose, in either case:
  - i) not less than 48 hours before the time appointed for holding a meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - ii) in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for taking the poll; or
  - iii) where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, at the meeting at which the poll was demanded.
- d) The quorum of a General Meeting shall be formed by:
  - i) no fewer than ten members represented in person by a proprietor, partner, director or manager, together with no fewer than a further 10 members either so represented in person or by a proxy; or
  - ii) if a lesser number, no fewer than 12.5 per cent. of all members represented in person by a proprietor, partner, director or manager, together with no fewer than a further 12.5 per cent. of all members either so represented in person or by a proxy,and in each case entitled to vote.
- e) 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 following week, at the same time and place, or at such other place as the Council 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.
- f) The Chairman of the meeting may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjournment meeting.
- g) Except as otherwise required by these Articles or the Act, the business at a General Meeting shall be determined by a simple majority of votes cast by the members present

and entitled to vote or by their proxies and shall be decided on a show of hands unless, before, or on the declaration of the result of, the show of hands a poll is duly demanded.

- h) Subject to the provisions of the Act, a poll may be demanded by:
  - i) not less than five members personally represented by a proprietor, partner, director or manager, or by proxy, and entitled to vote; or
  - ii) by a member or members representing not less than one-tenth of the total voting rights of all the members entitled to vote.
- i) If the matter the subject of a poll requires the approval of a majority of two-thirds of the votes cast or of a Special Resolution, those requisitioning the poll may require that it is carried out by a postal ballot of all members entitled to vote. In such cases, the Secretary shall despatch voting papers to all members within 14 days of the General Meeting and such voting papers, duly completed, shall be returned to the Secretary within 14 days of their despatch and shall be counted within two further days. In such a ballot, each member shall have the number of votes provided by this Article. In the event that there are two or more amendments to any resolution put to such a ballot, the system of voting shall be by the single transferable vote system, with votes cast in order of preference at the same time as casting the first preference vote.
- j) Subject to Article 19i a poll shall be taken as the Chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- k) In any vote in a General Meeting, poll, ballot or election of elected Officers or elected members of the Council of the Company, or of officers of a Division of which all members are members, a member entitled to vote shall be entitled to cast the number of votes appropriate to the turnover related subscription band within which its subscription for the current year falls, as determined under Article 5. A member entitled to more than one vote shall cast all its votes together in one block in respect of each matter. The entitlement to votes shall be on the following scale:

member in band 1	1 vote
member in band 2	5 votes
member in band 3	10 votes
member in band 4	15 votes
member in band 5	20 votes.

## **20. Financial matters**

- a) The financial year of the Company is from 1 January to 31 December.
- b) The subscription to be paid by members shall be agreed by the Council in advance of each year. Additional sums other than for the sale of goods and services shall not be levied on members without the approval of the Council.
- c) A budget for each year's operations shall be agreed by the Council in advance of the year in accordance with the procedures set out in Articles 21 and 22. When agreed by the Council, this budget shall constitute a general authorisation by the Council of the expenditure envisaged, subject to the discretion of the Officers to authorise additional expenditure or to restrict planned expenditure, in accordance with the resources and needs of the Company.

- d) A Statement of Accounts in respect of each year's operations shall be prepared immediately after the end of the year, in accordance with the procedures set out in Articles 21 and 22, and shall be audited by auditors elected by the members at the Annual General Meeting, and approved by Council for the presentation to the Annual General Meeting.
- e) No expenditure or contractual obligations on behalf of the Company may be incurred by any person, whether or not a member of or employed by the Company, without the authority of the Secretary acting within the powers conferred by these Articles, or, in his absence, by another person properly appointed by the Council.
- f) Members undertaking any activity on behalf of the Company shall not be entitled to reimbursement of their expenses unless specifically agreed otherwise by the Council. Persons employed by or contracted by the Company shall be reimbursed only in respect of expenses properly incurred in the course of business and duly authorised by the Secretary acting within the powers of conferred by these Articles, or, in his absence by another person properly appointed by the Council.
- g) All cheques to a maximum amount to be decided by the Council from time to time shall be signed by two members of the staff of the Company so authorised by the Council. All cheques of an amount above that maximum shall be signed by one such staff member and shall be counter-signed by an elected Officer or by a Council member so authorised by the Council.

## **21. Treasurer**

- a) It shall be the duty of the Treasurer to ensure on behalf of the members that:-
  - i) proper procedures are in force for the management of the finances of the Company;
  - ii) the Company continues to operate on a viable basis;
  - iii) any indemnities arising from these Articles are properly implemented.
- b) The Treasurer shall before the commencement of each financial year agree with the Secretary the budget for that year's operation, and shall recommend this budget to the Council.
- c) The Treasurer shall present for the approval of the Council before the commencement of each financial year proposals for the subscriptions that are required to meet the budget approved by the Council and any other needs of the Company.
- d) The Treasurer shall present for the approval of the Council and the Annual General Meeting the Statement of Accounts for the previous year.
- e) No personal liability shall accrue to the Treasurer under this Article.

## **22. Secretary**

- a) The Council shall appoint the Secretary to be Chief Executive Officer of the Company, on such terms as are agreed by the elected Officers.
- b) The duties of the Secretary include:

- i) With the guidance of the elected Officers, carrying out the policies and decisions of the Council to fulfil the Objects of the Company;
- ii) Having executive responsibility for managing the affairs and finances of the Company;
- iii) Preparing the agenda for the Council, reporting to the Council on the activities of the Company, its Divisions, Committees and Groups, and drawing to its attention and advising it on matters affecting the interests of members which in the Officers view it should consider, including legal, financial, economic and political matters;
- iv) Communicating the policies and the decisions of the Council, and the activities of the Company generally, to Divisions and their boards, and to Committees and Groups, and to the membership at large;
- v) Maintaining a proper record of the discussions of the Council, and of the activities of the Company generally, and of its correspondence, finances, appointments of officers to the Council, etc.;
- vi) Preparing the annual budget which, when agreed with the Treasurer, shall be presented to the Council for approval, preparing the annual Statement of Accounts for presentation by the Treasurer to the Council and to the Annual General Meeting for approval, and implementing the appropriate financial control procedures including regular reports to the Council on the financial state of the Company;
- vii) Providing the membership with such services as are decided by the Council from time to time;
- viii) Preparing and making submissions and representations on behalf of members to Government and other authorities.
- ix) Maintaining good liaison and relationships with other relevant organisations;
- x) Maintaining good public and media relations on behalf of members, and improving understanding of book, journal, publishers, electronic publishing and publishing generally;
- xi) Expanding the membership to maintain the fully representative nature of the Company;
- xii) Recruiting and maintaining a staff qualified to serve the needs of the Company and members, and implementing appropriate personnel policies.

### **23. Seal**

The Company shall not be required to have a seal.

### **24. Division, Groups and Committee**

- a) The Council shall have power to establish or confirm such Divisions, Groups, Committees, or other units of the Company as it shall think fit, and under such names with such functions and criteria for membership as it thinks fit, and may at any time change the name or function of any such unit. All such units shall report to the Council and be subject to its

approval. The Officers of the Company shall be ex officio members of the boards and committees of such units.

- b) Each such unit shall conduct its affairs in accordance with rules approved by the Council, and decisions or recommendations of any such unit shall be considered as acts of the Company only when adopted by the Council.
- c) These rules shall contain provision for the election or appointment of chairmen who shall normally serve for a period of three years. Persons so elected or appointed shall normally take office at the Annual General Meeting of the Company.
- d) In any elections or votes in any Division or Group of which membership is optional, the members of the Division or Group shall have the numbers of votes provided in the constitution of the Division or Group approved by the Council, or, in the absence of such a provision, one vote per member listed as a bona fide member of the Division or Group.
- e) The minutes of all meetings of all such units and their Boards or executive committees shall be submitted to the first convenient Council meeting for approval. Such approval shall not, ipso facto, involve adoption of any decision or recommendation of such a unit.
- f) If in the opinion of the Council the volume of work such a unit carries out renders it necessary so to do, the Council may levy a special subscription on members of that unit, such subscription being additional to the members' subscription of the Company.
- g) No action likely to affect the interests of other members of the Company or the general policy of the Company shall be taken by such a unit without the sanction of the Council.
- h) No communication affecting the general policy of the Company shall be sent by such unit or to any external body or to the press without the sanction of the Secretary acting on behalf of Council.

## **25. Arbitration**

- a) Any member or members may request the Council to intervene in any dispute between them and any person or persons on a matter connected with its business and the Council may, if requested by the parties, act as an arbitrator or appoint an arbitrator on terms as to procedure and other relevant matters laid down in each case by the Council or the arbitrator as the case may be.
- b) In any such cases of intervention the member or members asking the assistance of the Council shall pay all legal and other expenses incurred by the Council.
- c) The Council may refuse, without ascribing reasons, any member's request for intervention.

## **26. Amendment of Objects and Articles of Association**

- a) The Articles of Association of the Company may be amended at an Annual General Meeting or at an Extraordinary General Meeting convened for that purpose.
- b) Such amendments shall normally be considered at the Annual General Meeting convened in accordance with Article 15 and 16, but in the event that a resolution to amend the Objects and Articles duly proposed and seconded by members entitled to vote, is received by the Secretary more than eight weeks before the date set for the Annual General Meeting, and if seven members entitled to vote so requisition under the provisions of Article 18, an Extraordinary General Meeting shall be convened under the provisions of Article 18.

- c) Such amendments must be approved by a Special Resolution passed at a General Meeting.

## **27. Indemnification of Members**

The Council shall have the power to use the funds of the Company to indemnify any member against the costs and expenses incurred by that member in exercising its legal rights on a matter agreed by Council to be a matter of general importance to members as a whole.

## **28. Indemnification of persons properly acting on behalf of the Company**

- a) Subject to the Act, any person holding office in the Company (which includes for this purpose any person in elective or appointive office in any properly constituted part of the Company, and persons employed by the Company under a contract of service, or properly authorised to represent the Company to particular bodies or on particular matters) shall be fully indemnified by the Company against any liabilities which that person may incur in the execution of his office, on the conditions that:
  - i) the liabilities have been properly incurred in accordance with Article 20; or
  - ii) the person acted in the bona fide belief that they were so properly incurred; and
  - iii) the person has not been wilfully negligent in incurring such liabilities; and
  - iv) the liability does not arise from the commission of any tortious act by the person unless such act was committed by accident or without knowledge that it was tortious, or unless such act was committed in the bona fide belief that the person committing it had a legal right to commit it.
- b) No such person shall be personally answerable for liabilities incurred by other such persons or for the acts or defaults of any bankers or persons with whom the money or effects belonging to the Company are or may be lodged, or for any insufficiency or deficiency of any security relied on by the Company, or for any loss, other misfortune or damage which may be incurred in the execution of his respective office, unless in any such case the same shall happen through his wilful negligence.
- c) Any person who is entitled to be indemnified as aforesaid shall be indemnified out of the funds of the Company and not otherwise, and no member of the Company shall be personally liable to indemnify any such person.
- d) The Council may purchase and maintain an insurance policy for any person referred to in Article 28a, effecting cover against any such liability referred to in that Article.

## **29. Winding up**

If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liability, any property whatsoever, the same shall not be paid to or distributed among the members of the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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Instant Companies Limited

1, Mitchell Lane  
Bristol  
BS1 6BU

Swift Incorporations Limited

1, Mitchell Lane  
Bristol  
BS1 6BU

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Dated the 18th day of November 1996

Witness to the above signatures

Mark Anderson  
1, Mitchell Lane  
Bristol  
BS1 6BU