

INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

1.1 In the Articles, unless the context requires otherwise—

“Articles” means the Company’s articles of association;

“Audit Committee” means [];

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“board” means the board of directors of the Company;

“Chairman” means the person who is appointed as a member and director of the Company pursuant to Articles 25.3 and 21.1;

“Commission” means the Company;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

“Company” means the Press Complaints Commission Limited (registered number 02538908);

“director” means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“Editorial Commissioners” means those persons becoming members of the Company pursuant to Article 25.5;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Lay Commissioners” means those persons becoming members of the Company pursuant to Article 25.4

“member” has the meaning given in section 112 of the Companies Act 2006;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a directors' meeting, has the meaning given in Article 14;

"PRESSBOF" means the Press Standards Board of Finance Limited, registered in England and Wales with number 2554323;

"proxy notice" has the meaning given in Article 34;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

2. **LIABILITY OF MEMBERS**

2.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

2.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a member,

2.1.2 payment of the costs, charges and expenses of winding up, and

2.1.3 adjustment of the rights of the contributories among themselves.

OPERATIONAL MATTERS

3. COMPLAINTS

- 3.1 The Commission shall administer the system of self-regulation for the press. Subject to Article 3.2 below, the primary function of the Commission shall be to consider, adjudicate, conciliate and resolve or settle by reference to the Editors' Code of Practice promulgated by PRESSBOF for the time being in force complaints from the public of unjust or unfair treatment by newspaper, periodicals, magazines [or websites] and of unwarranted infringements of privacy through material published in newspapers, periodicals, magazines or on websites (in each case excluding advertising by third parties) or in connection with the obtaining of such material. The Commission may also assist individuals by representing their interests to editors in advance of an article about them being published.
- 3.2 [Upon the request of PRESSBOF from time to time, the Commission shall cease to carry out its role as set out in this Article 3 in respect of any newspaper, periodical, magazine [or website] which has defaulted on any payment owing from it to PRESSBOF in relation to the funding of the Commission and such cessation shall be subject to such conditions and for such period of time as PRESSBOF may request.]
- 3.3 It shall also be the function of Commission to consider and pronounce on issues relating to the Editors' Code of Practice which the Commission, in its absolute discretion, considers to be in the public interest.
- 3.4 [All complaints shall be made in writing save that the Commission may consider formal complaints made orally to the Commission and notify the relevant publisher of any such complaint (but not adjudicate on the merits thereof) for the purpose of enabling the publisher to review the complaint and take any necessary action to prevent the anticipated unjust or unfair treatment or to limit or put an end to the unwarranted infringement of privacy complained of.]
- 3.5 A complaint may be made by an individual or by a body of persons (whether incorporated or not) but, in addition to the requirements set out in this Article 3, shall only be entertained or its consideration proceeded with if it appears to the Commission that:
- 3.5.1 the complaint is made by the person affected or by a person authorised by such person to make the complaint; [or, if the Commission is satisfied that

no individual is directly affected, by the person who has the most immediate and apparent interest in the subject matter of the complaint as determined by the Commission in its sole discretion.]

3.5.2 the matter complained of is not the subject of proceedings in a court of law or tribunal in the United Kingdom; and

3.5.3 [where the matter complained of is a matter in respect of which the person affected has a remedy by way of proceedings in a court of law in the United Kingdom, in the particular circumstances it is appropriate for the Commission to consider a complaint about it].

3.6 Notwithstanding the provisions of Article 3.5, the Commission shall have discretion to consider any complaint from whatever source that it considers appropriate to the effective discharge of its function.

3.7 Notwithstanding the provisions of Article 3.5, the Commission shall have discretion to initiate investigations relating to possible breaches of the Editors' Code of Practice where there are no obvious complainants.

3.8 The Commission shall not consider a complaint which it believes to be frivolous or which it believes to be inappropriate to entertain or proceed with for any other reason.

3.9 The Commission may refuse to entertain a complaint if it appears to it not to have been made within a reasonable time after the last occasion when the relevant material was published or when the unwarranted infringement of privacy took place.

3.10 In carrying out its functions in relation to complaints, the Commission shall have regard to generally established freedoms including freedom of expression, the public's right to know, and defence of the press from improper pressure.

3.11 The Commission shall be entitled to consider and amend any adjudication which it has made on the application of any of the parties or otherwise but it shall not normally do so unless some error in the adjudication is shown or new material not available prior to the adjudication is put before the Commission.

4. **RULES OR BYE LAWS**

4.1 The board may from time to time make such rules or bye laws as it may deem necessary or convenient for the proper conduct and management of the

Commission and, in particular, but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate:

- 4.1.1 the conduct of complaints of the nature referred to in Article 3 received by the Commission and the publication and circulation of its findings in relation thereto;
 - 4.1.2 any procedures which may be established from time to time to review the work of the Commission;
 - 4.1.3 the procedure at general meetings and meetings of the board and sub-committees in so far as such procedure is not regulated by the Articles;
 - 4.1.4 the conduct of members of the Commission in relation to one another, and to the Commission's employees;
 - 4.1.5 the setting aside of the whole or part of the Commission's premises at any particular time or times or for any particular purpose or purposes; and
 - 4.1.6 all such other matters as the board considers appropriate to be the subject matter of rules or bye-laws.
- 4.2 The board shall have the power to alter or repeal the rules or bye laws and to make additions to them and the board shall adopt such means as they deem sufficient to bring the notice of members of the Commission all such rules or bye laws, which so long as they shall be in force, shall be binding on all members of the Commission provided, nevertheless, that no rule or bye law shall be inconsistent with, or shall effect or repeal anything contained in the Articles.

5. REVIEW PANEL

- 5.1 The Commission shall establish a Review Panel whose function it shall be to examine the handling of complaints by the Commission pursuant to Article 3. The [Audit Committee] shall institute an audit at least once every calendar year. The Review Panel shall, at the instruction of the Audit Committee, review a selection of the complaints dealt with by the Commission, such complaints to be selected in a manner to be agreed by the [Audit Committee] and the Review Panel.
- 5.2 The board shall provide such assistance to both the Review Panel and the Independent Reviewer (see Article 37 below) together with such access to documents and records of the Commission as shall reasonably be required by the

Review Panel or the Independent Reviewer (as the case may be) to enable the functions set out in Articles 5 and 6 to be carried out.

5.3 The Review Panel shall consist of the Independent Reviewer and [up to]¹ two individuals who shall be appointed by the Nominations Committee for a fixed period of three years. The appointment of any individual may, at the election of the Nominations Committee, be extended for a further three year fixed term provided that any such extension may only take place once in respect of each individual. One of the two individuals appointed to the Review Panel may be a person who is connected with or interested in the business of publishing papers, periodicals or magazines. The other individual appointed to the Review Panel shall be a person who would otherwise be eligible to be a Lay Commissioner. No member of the Review Panel shall be a member of the Commission during the term of his or her appointment.

5.4 The Review Panel shall report to the Audit Committee in respect of its findings and shall make such recommendations as it sees fit. [The Audit Committee shall in turn report these findings to the board.²] Nothing in this Article shall oblige the board to act upon any recommendations made by the Review Panel but, in the event that the board decides not to act upon any recommendation so made, then the board shall provide the Review Panel [and the Audit Committee] with its reasons for this. [The board shall publish any final reports in respect of each calendar year.]³

6. INDEPENDENT REVIEWER

6.1 An Independent Reviewer shall be appointed by the Nominations Committee for a fixed period of five years (and any person so appointed shall not be eligible for re-appointment). The Independent Reviewer shall be a person who would otherwise be eligible to be a Lay Commissioner but shall not be a member of the Commission during the time of his or her appointment.

6.2 The Independent Reviewer shall consider complaints (other than complaints relating to the substance of an adjudication) from persons who have received a decision from the Commission and who are dissatisfied with the way in which the Commission has handled their matter. The Independent Reviewer shall not

¹ What happens if only one 'individual' is appointed? Can this person have press connections or not?

² Is this right? If not, how is the board informed of the Review Panel's findings?

³ This wording is the same as we had before but I am not quite clear exactly what this 'report' is. Can we clarify?

consider any complaint made after the expiry of a one month period following notification of the Commission's decision .

- 6.3 The Independent Reviewer shall make a written report to the board in respect of each complaint and shall make such recommendations as he or she sees fit. Nothing in this Article shall oblige the board to act upon any recommendations made by the Independent Reviewer but, in the event that the board decides not to act upon any recommendation so made, then the board shall provide the Independent Reviewer with its reasons for this.
- 6.4 The board shall publish an annual report in respect of all of the complaints dealt with during the period under review.⁴

DIRECTORS' POWERS AND RESPONSIBILITIES

7. DIRECTORS' GENERAL AUTHORITY

- 7.1 Subject to the Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

8. MEMBERS' RESERVE POWER

- 8.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9. DIRECTORS MAY DELEGATE

- 9.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles—
- 9.1.1 to any person(s) or committee;
 - 9.1.2 by such means (including by power of attorney);
 - 9.1.3 to such an extent;
 - 9.1.4 in relation to such matters or territories; and

⁴ Is this report in respect of those complaints dealt with by the Independent Reviewer or by the Commission generally?

9.1.5 on such terms and conditions;

as they think fit.

9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person or committee to whom they are delegated.

9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

10. COMMITTEES

10.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.⁵

10.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION MAKING BY DIRECTORS

11. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

11.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 12. In the case of an equality of votes, the Chairman shall have a second or casting vote.

12. UNANIMOUS DECISIONS

12.1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

12.2 Such a decision may take the form of a resolution in writing or other written proposition, one or more copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated his/her agreement in writing.

⁵ Is it still right that the chairman of any sub-committees should have a casting vote?

12.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

12.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

13. CALLING A DIRECTORS' MEETING

13.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

13.2 Notice of any directors' meeting must indicate—

13.2.1 its proposed date and time;

13.2.2 where it is to take place; and

13.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13.3 Notice of a directors' meeting must be given to each director, [but need not be in writing.] [but it shall not be necessary to give notice to any director for the time being absent from the United Kingdom].

14. PARTICIPATION IN DIRECTORS' MEETINGS

14.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

14.1.1 the meeting has been called and takes place in accordance with the Articles, and

14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

14.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. QUORUM FOR DIRECTORS' MEETINGS

15.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but unless so fixed it shall be five provided that for the transaction of business pursuant to Article 3 a majority of directors present must be Lay Commissioners (which definition shall, for the purposes of this Article 15.2 only, be deemed to include the Chairman).

16. CHAIRING OF DIRECTORS' MEETINGS

16.1 The Chairman shall chair all meetings of directors

16.2 If the Chairman is not present at a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

17. CASTING VOTE

17.1 If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting has a casting vote.

17.2 Article 17.1 does not apply if, in accordance with the Articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18. CONFLICTS OF INTEREST

18.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Commission in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18.2 For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

18.3 Subject to Article 18.4, if a question arises at a meeting of directors or of a committee of directors as to the right of a director 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 director other than the Chairman is to be final and conclusive.

- 18.4 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 directors 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.

19. **RECORDS OF DECISIONS TO BE KEPT**

The directors must ensure that the Commission keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

20. **DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

21. **METHODS OF APPOINTING DIRECTORS**

- 21.1 Each of the members of the Commission from time to time shall be and shall consent to be a director and shall be appointed as such by a resolution of the directors. No person who is not a member of the Commission shall in any circumstances be eligible to be appointed as a director.

- 21.2 The number of directors shall not be less than nine (including the Chairman) and shall not exceed seventeen or such other number as the members shall decide by special resolution.

22. **TERMINATION OF DIRECTOR'S APPOINTMENT**

- 22.1 A person ceases to be a director as soon as—

22.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

22.1.2 a bankruptcy order is made against that person;

- 22.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 22.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Commission stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 22.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 22.1.6 notification is received by the Commission from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - 22.1.7 [is directly or indirectly interested in any contract with the Commission and fails to declare the nature of his interest as required by Article 18;]
 - 22.1.8 ceases to be a member of the Commission for whatever reason
- 22.2 Without prejudice to the provisions of section 168 Companies Act 2006, the Commission may, by passing a resolution voted for by at least two thirds of the total number of members of the Commission at the relevant time remove a director before the expiration of his period of office and notwithstanding anything in these Articles or in any agreement between the Commission and such director, where it is considered that such director either:
- 22.2.1 is not properly fulfilling his/her duties and responsibilities towards the Commission (which shall include, without limitation, such director being in breach of any of these Articles); or
 - 22.2.2 who by any act or omission in the opinion of the Commission brings the Commission into disrepute; or
 - 22.2.3 who is guilty of any disgraceful, scandalous or dishonourable conduct in the opinion of the Commission.
- 22.3 The director concerned must be given at least 14 days' notice of the resolution referring to his/her proposed removal and must be given the opportunity to offer a written response which shall be circulated to all members of the Commission

23. DIRECTORS' REMUNERATION

23.1 Directors may undertake any services for the Commission that the directors decide.

23.2 Directors are entitled to such remuneration as the directors determine—

23.2.1 for their services to the Commission as directors, and

23.2.2 for any other service which they undertake for the Commission.

23.3 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

24. DIRECTORS' EXPENSES

24.1 The Commission may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

24.1.1 meetings of directors or committees of directors,

24.1.2 general meetings, or

24.1.3 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Commission.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25. BECOMING A MEMBER

25.1 The number of members of the Commission shall not be less than nine and shall not exceed seventeen or such other number as the members shall decide by special resolution from time to time. Members of the Commission shall be appointed in accordance with this Article 25 below provided that at all times a majority of the total number of members so appointed shall be Lay Commissioners.

25.2 There shall be three classes of member of the Commission, namely:-

25.2.1 the Chairman;

25.2.2 Lay Commissioners; and

25.2.3 Editorial Commissioners.

- 25.3 The Chairman shall be appointed by PRESSBOF, for such period and upon such terms as PRESSBOF may in its absolute discretion think fit, and PRESSBOF shall be entitled to vary, extend or revoke such appointment. The appointment of the Chairman shall take effect upon delivery by PRESSBOF to the Commission of a notice in writing regarding the appointment and shall be ratified by the directors as soon as reasonably practicable thereafter. The Chairman shall not be engaged in or, otherwise than by his office as Chairman, connected with or interested in the business of publishing newspapers, periodicals or magazines.⁶
- 25.4 Subject to the provisions of this Article 25, the Lay Commissioners shall be nominated by the Nominations Committee (following consultation with the chairman of PRESSBOF⁷) and approved by the directors. Lay Commissioners shall be appointed for a fixed term of three years upon such terms as the Nominations Committee may recommend and as approved by the directors. A Lay Commissioner may, at the end of his appointment, be reappointed for a further three year term if so recommended by the Nominations Committee and approved by the Commission in general meeting provided that no Lay Commissioner shall be reappointed in accordance with this Article 25.4 more than once. None of the Lay Commissioners shall be engaged in or, otherwise than by his/her membership of the Commission, connected with or interested in the business of publishing papers, periodicals or magazines.
- 25.5 Subject to the provisions of this Article 25, the Editorial Commissioners shall be appointed by PRESSBOF for a fixed period of three years following consultation with the Nominations Committee. Any extension to the term of appointment of an Editorial Commissioner shall be agreed by PRESSBOF and the relevant Editorial Commissioner following consultation with the Nominations Committee⁸. Each of the Editorial Commissioners shall be a person experienced at senior editorial level in the business of publishing newspapers, periodicals or magazines. The appointment of an Editorial Commissioner shall take effect upon delivery by PRESSBOF to the Commission of a notice in writing regarding the appointment and shall be ratified by the directors as soon as reasonably practicable thereafter.
- 25.6 The Nominations Committee shall consist of the following persons:

⁶ Do we need to make reference to a consultation process here or is this an internal matter for PRESSBOF?

⁷ Do we need to make reference to bye-law 7 here – public advertisement for Lay Commissioners/fair and open process etc?

⁸ Is there a maximum term of appointment for Editorial Commissioners?

25.6.1 the Chairman; and

25.6.2 two Lay Commissioners, and

25.6.3 one independent person (being a person, other than a Lay Commissioner, who is not engaged in or, otherwise than by their membership of the Nominations Committee, connected with or interested in the business of publishing newspapers, periodicals or magazines)⁹.

25.7 The Nominations Committee shall further meet to consider the appointment of the members of the Review Panel and the Independent Reviewer.

25.8 The Nominations Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it shall think fit. The quorum for any meeting of the Nominations Committee shall be [] and questions arising at any meeting shall be decided by a majority of votes. [In case of an equality of votes, the chairman of the meeting shall have a second casting vote.]

25.9 The Chairman shall be entitled to preside as chairman of the meeting at all meetings of the Nominations Committee at which he shall be present, and if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting, the meeting shall be adjourned to another time or date.

26. TERMINATION OF MEMBERSHIP

26.1 A member may withdraw from membership of the Commission by giving not less than three months' notice to the Commission in writing or such lesser period of notice as the board may in its absolute discretion decide and any member who has ceased to be a director for whatever reason shall automatically cease to be a member of the Commission.

26.2 Membership is not transferable.

26.3 A person's membership terminates when that person dies.

ORGANISATION OF GENERAL MEETINGS

27. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

27.1 A general meeting must be called by notice of at least 14 days.

⁹ Who appoints this person?

- 27.2 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 27.3 A person is able to exercise the right to vote at a general meeting when—
- 27.3.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 27.3.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 27.4 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 27.5 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 27.6 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

28. **QUORUM FOR GENERAL MEETINGS**

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Five or more members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the board may determine.

29. **CHAIRING GENERAL MEETINGS**

- 29.1 The Chairman shall chair every general meeting of the Commission or, if the Chairman shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to chair the meeting.

29.2 The Chairman of the Meeting may permit other persons who are not members of the Commission to attend and speak at a general meeting.

29.3 The person chairing a meeting in accordance with this Article is referred to in Articles 30 to 36 inclusive hereafter as "the Chairman of the Meeting".

30. **ADJOURNMENT**

30.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the Meeting must adjourn it.

30.2 The Chairman of the Meeting may adjourn a general meeting at which a quorum is present if—

30.2.1 the meeting consents to an adjournment, or

30.2.2 it appears to the Chairman of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

30.3 The Chairman of the Meeting must adjourn a general meeting if directed to do so by the meeting.

30.4 When adjourning a general meeting, the Chairman of the Meeting must—

30.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

30.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

30.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Commission must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

30.5.1 to the same persons to whom notice of the Commission's general meetings is required to be given, and

30.5.2 containing the same information which such notice is required to contain.

- 30.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

31. VOTING: GENERAL

- 31.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles. Every member shall have one vote at general meetings of the Commission. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.

- 31.2 A resolution in writing signed by or on behalf of all the members entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Commission duly convened and held. Any such resolution in writing may consist of two or more documents in like form which have been signed by or on behalf of one or more members.

32. ERRORS AND DISPUTES

- 32.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

- 32.2 Any such objection must be referred to the Chairman of the Meeting whose decision is final.

33. POLL VOTES

- 33.1 A poll on a resolution may be demanded—

33.1.1 in advance of the general meeting where it is to be put to the vote, or

33.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 33.2 A poll may be demanded by—

33.2.1 the Chairman of the Meeting;

- 33.2.2 two or more persons having the right to vote on the resolution; or
- 33.2.3 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 33.3 A demand for a poll may be withdrawn if—
 - 33.3.1 the poll has not yet been taken, and
 - 33.3.2 the Chairman of the Meeting consents to the withdrawal.
- 33.4 Polls must be taken immediately and in such manner as the Chairman of the Meeting directs.
- 34. **CONTENT OF PROXY NOTICES**
- 34.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
 - 34.1.1 states the name and address of the member appointing the proxy;
 - 34.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 34.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 34.1.4 is delivered to the Commission in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 34.2 The Commission may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 34.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 34.4 Unless a proxy notice indicates otherwise, it must be treated as—
 - 34.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

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

35. DELIVERY OF PROXY NOTICES

35.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Commission by or on behalf of that person.

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

35.3 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.

35.4 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 appointor's behalf.

36. AMENDMENTS TO RESOLUTIONS

36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

36.1.1 notice of the proposed amendment is given to the Commission in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the Meeting may determine), and

36.1.2 the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.

36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

36.2.1 the Chairman of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

36.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 36.3 If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

37. MEANS OF COMMUNICATION TO BE USED

- 37.1 Subject to the Articles, anything sent or supplied by or to the Commission under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Commission.
- 37.2 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.
- 37.3 A director may agree with the Commission 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.

38. COMPANY SEALS

- 38.1 Any common seal may only be used by the authority of the directors.
- 38.2 The directors may decide by what means and in what form any common seal is to be used.
- 38.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 38.4 For the purposes of this Article, an authorised person is—
- 38.4.1 any director of the Company;
 - 38.4.2 the company secretary (if any); or
 - 38.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

DIRECTORS' INDEMNITY AND INSURANCE

39. INDEMNITY

39.1 Subject to Article 39.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against—

39.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

39.1.2 any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

39.1.3 any other liability incurred by that director as an officer of the Company or an associated company.

39.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

39.3 In this Article—

39.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

39.3.2 a "relevant director" means any director or former director of the Company or an associated company.

40. INSURANCE

40.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

40.2 In this Article—

40.2.1 a "relevant director" means any director or former director of the Company or an associated company,

40.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any

pension fund or employees' share scheme of the Company or associated company, and

40.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

41. **DISSOLUTION**

If upon the winding-up or dissolution of the Commission 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 Commission, but shall be given or transferred to some other institution or institutions carrying out a similar function to the role of the Commission, 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 Commission under or by virtue of this Article 41, such institution or institutions to be determined by the members of the Commission at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.