

02538908

# 12 - 11 - 02

We hereby certify this to be a true copy of the original.

Sheridans Dated 5/11/02

COMPANY NO: 02538908

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF



THE PRESS COMPLAINTS COMMISSION LIMITED

Passed on 30 October 2002

At an Extraordinary General Meeting of the above named Company duly convened and held on 30 October 2002 the following Resolution was proposed and passed as a Special Resolution.

**SPECIAL RESOLUTION**

That new Articles of Association of the Company be adopted which shall:-

- (iv) remove existing Article 53.8;
- (v) include the amended and new Articles as set out below; and
- (vi) in all other respects be the same as the existing Articles of Association of the Company:-

**Amended Articles**

**Article 36** The Board may delegate any of its powers to such person or persons or sub-committees as it thinks fit; such person or persons or sub-committees shall conform to any regulations which may be imposed upon it or them by the Board.

**Article 53.3** A complaint may be made by an individual or by a body of persons (whether incorporated or not) but, in addition to the requirements of Article 53.1, shall only be entertained or its consideration proceeded with if it appears to the Commission that:-

- (a) the complaint is made by the person affected or by a

H:\Commercial\Clients\PCC\Docs\BoardMinutes(2)

# 12 - 11 - 02

person authorised by him to make the complaint;

- (b) the matter complained of is not the subject of proceedings in a court of law or tribunal in the United Kingdom; and
- (c) 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.

Article 53.9(a) "complaint" means a complaint to the Commission of any such unjust or unfair treatment or unwarranted infringement of privacy as is mentioned in Article 53.1

Article 53.9(b)(i) in relation to any such unjust or unfair treatment, a person named or identified in the relevant material who was the subject of that treatment.

Article 53.10 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.

*Robert P. ...*  
 CHAIRMAN

02538908

12 - 11 - 02

COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

COMPANIES HOUSE

UNIT 17/18

MEMORANDUM OF ASSOCIATION  
OF  
THE PRESS COMPLAINTS COMMISSION

(As amended by Special Resolution passed on 24 April 1991)

- \* 1. The Company's name is "THE PRESS COMPLAINTS COMMISSION".
2. The Company's registered office is to be situated in England and Wales.
- \*\*3. The objects of the Company (hereinafter called "the Commission") are to consider, adjudicate, conciliate and resolve or settle by reference to the Code of Practice promulgated by The Press Standards Board of Finance Limited (registered in England and Wales with number 2554323) for the time being in force complaints from the public of unjust or unfair treatment by newspapers, periodicals or magazines and of unwarranted infringements of privacy through material published in newspapers, periodicals or magazines (other than advertising placed by third parties) or in connection with the obtaining of such material and to publish or procure the publication of any findings of its adjudication, for the purpose of ensuring that the Press of the United Kingdom maintains the highest professional standards and having regard to generally established freedoms including freedom of expression and the public's right to know, and defence of the press from improper pressure.

In furtherance of the said objects, but not further or otherwise, the Commission shall have power:

- (a) to cause to be written, printed or otherwise reproduced, circulated and published, gratuitously or otherwise, an annual report of the Commission and leaflets or other documents in relation to its activities;
- (b) to accept subscriptions, donations, devices and bequests of and to purchase, take options over, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate and any rights or privileges of any kind over or in respect of any property, maintain and alter any of the same as are necessary for any of the objects of the Commission and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (c) to sell or otherwise dispose of the whole or any part of the property or assets of the Commission, either together or in portions, to such persons and on such terms and conditions and for such consideration as the Commission may think fit;

---

\* The name of the Company was changed from "Firstcause Limited" pursuant to a special resolution passed on 21 December 1991.

\*\* Clause 3 was amended pursuant to a special resolution passed on 24 April 1991.

02538908

**12 - 11 - 02**

- (d) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Commission;
- (e) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants, debentures and other instruments, and to operate bank accounts;
- (f) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Commission;
- (g) to invest and reinvest the funds and assets of the Commission not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (h) to employ and remunerate any person, firm or company rendering services to the Commission, or supervising, organising or carrying on the work of and advising the Commission;
- (i) to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and lend, advance money and give credit to, and generally to provide advantages, facilities and services for, any persons who are or have been members of the Board of Management of, or who are or have been employed by, or who are serving or have served the Commission and to the wives, widows, children and other relatives and dependants of such persons; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, children and other relatives and dependants;
- (j) to make such charge for its services as may be from time to time thought fit;
- (k) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (l) to pay out of the funds of the Commission the costs, charges and expenses of and incidental to the promotion, incorporation and registration of the Commission;
- (m) to do all such other lawful things as may be incidental or conducive to the objects of the Commission and/or shall further the above objects or any of them;

**PROVIDED THAT:**

- (i) in case the Commission shall take or hold any property which may be subject to any trusts, the Commission shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Commission shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

# 12 - 11 - 02

- (iii) in case the Commission shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Commission shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Management of the Commission shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they as such Board would have been if no incorporation had been effected, and the incorporation of the Commission shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Commission were not incorporated.

AND so that:

- (1) none of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Commission;
  - (2) none of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Commission shall have as full power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company;
  - (3) the word "company" in this Clause, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and
  - (4) in this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
  5. Every member of the Commission undertakes to contribute such amount as may be required (not exceeding £1) to the Commission's assets if it should be wound up while is a member or within one year after the ceases to be a member, for payment of the Commission'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.

02538908

12 - 11 - 02

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE PRESS COMPLAINTS COMMISSION**  
(Adopted by Special Resolution passed on 24 April 1991)

**PRELIMINARY**

- (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Commission save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Commission.
- (b) Regulations 2 to 55 (inclusive), 57, 59, 64, 65-69 (inclusive), 70, 72 to 81 (inclusive), 83, 88 to 93 (inclusive), 99 to 117 (inclusive) of Table A shall not apply to the Commission.

**INTERPRETATION**

2. In these Articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"Appointments Commission" means the body of persons constituted pursuant to Article 10;

"the Board" means the Board of Management for the time being of the Commission;

"Board Member" means a member for the time being of the Board;

"the Chairman" means the chairman for the time being of the Commission and of the Board;

"the Commission" means the above-named company and references to 'company' in Table A shall mean the Commission;

"period of appointment" means, in relation to any member, the period of his appointment specified in the notice of his appointment delivered to the Commission pursuant to Article 6.5 and, if no such period is so specified, the period of appointment shall be two years;

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

# 12 - 11 - 02

**"the seal"** means the common seal of the Commission; and

**"Secretary"** means any person appointment to perform the duties of the secretary of the Commission.

3. Regulation 1 of Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any modification thereof not in force at the date at which these Articles become binding on the Commission.

For the purposes of these Articles, references in Table A to 'director' shall be deemed to be a reference to 'Board member'. For the purposes of the Act the Board Members are directors of the Commission and the Board is the board of directors of the Commission.

## OBJECTS

4. The Commission is established for the objects expressed in its Memorandum of Association.

## MEMBERS

5. The number of members of the Commission shall not exceed 17 or such other number as the members shall decide by special resolution. The Subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained shall be members of the Commission.

- 6.1 There shall be three classes of members of the Commission, namely:

(a) the Chairman;

(b) Public Members;

(c) Press Members.

- 6.2 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 or revoke such appointment. 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.

02538908

**12 - 11 - 02**

- 6.3 The Public Members and the Press Members shall be appointed by the Appointments Commission for such period and upon such terms as the Appointments Commission may in its absolute discretion think fit and the Appointments Commission shall be entitled to vary or revoke any such appointment. None of the Public Members shall be engaged in or, otherwise than by his membership of the Commission, connected with or interested in the business of publishing papers, periodicals or magazines. Each of the Press Members shall be a person experienced at senior editorial level in the business of publishing newspapers, periodicals or magazines.
- 6.4 The period of appointment of a member and any extension thereof shall be capable of extension, in the case of the Chairman, by PRESSBOF and, in the case of any other member, by the Appointments Commission but if not so extended (or re-extended) the member shall cease to be a member on the expiry of the period of the appointment or, as the case may be, the extended period of appointment.
- 6.5 Any appointment or any variation or revocation of any appointment of any member or any extension of such appointment shall be effected by notice in writing served on the Commission at the office or delivered to the Board.
- 6.6 Every person who is invited and is willing to become a member shall deliver to the Commission an undertaking to be bound by Clause 5 of the Memorandum of Association, in such form as the Commission may require, executed by such person.
7. The number of members shall not be less than 7 (excluding the Chairman) of whom not less than 4 shall be Press Members.
8. Any member may cease to be a member of the Commission by giving not less than 3 months' prior written notice to the Board, or such lesser period of notice as the Board may in its absolute discretion decide.
9. The Board shall have power to expel any member who by any act or omission in its opinion brings the Commission into disrepute or who is guilty of any disgraceful, scandalous or dishonourable conduct or any breach of these Articles

**APPOINTMENTS COMMISSION**

\*10.1 The Appointments Commission shall consist of the following five persons:

- (a) the Chairman;
- (b) the Chairman for the time being of PRESSBOF, and
- (c) three other independent persons (being persons not engaged in or, otherwise than by their membership of the Appointments Commission, connected with or interested in the business of publishing newspapers, periodicals or magazines) as the Chairman and the Chairman of PRESSBOF shall in their absolute discretion from time to time nominate ("the Public Nominees").

---

\* Adopted by Special Resolution passed on 28 April 1993.



02538908

# 12 - 11 - 02

- 10.2 The Public Nominees shall be appointed Chairman by notice in writing to the Board and the Chairman may remove a Public Nominee by like notice. A Public Nominee may retire from the Appointments Commission by giving not less than one month's notice in writing to the Chairman, or such lesser period of notice as the Chairman may in his/her absolute discretion decide.
- 10.3 The Appointments Commission shall meet to consider for appointment as a member any person who is qualified under these Articles for such appointment.
- 10.4 The Appointments Commission 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 Appointments Commission shall be three 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.
- 10.5 The Chairman shall be entitled to preside as Chairman of the meeting at all meetings of the Appointments Commission at which he shall be present, but if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting and willing to preside, the Chairman of the meeting shall be the Chairman for the time being of PRESSBOF.

#### GENERAL MEETINGS

11. The Commission shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Commission and that of the next. Provided that so long as the Commission holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
12. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any member of the Board may convene an Extraordinary General Meeting in the same manner as nearly possible as that in which meetings may be convened by the Board.

#### NOTICE OF GENERAL MEETINGS

13. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. Other meetings shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of 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 Commission in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Commission PROVIDED THAT a meeting of the Commission 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:

02538908

**12 - 11 - 02**

(a) in the case of the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

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

**PROCEEDINGS AT GENERAL MEETINGS**

14. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts of the Commission and the reports of the Board and auditors, and the fixing of the remuneration of the auditors.
15. 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. Three 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.
16. 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 Board Members present shall elect one of their number to chair the meeting.
17. If at any General Meeting no Board Member is willing to act as chairman or if no Board Member is present within 15 minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to chair the meeting.
18. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), 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. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the chairman of the meeting; or
  - (b) by at least two members present; or
  - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

02538908

**12 - 11 - 02**

Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Commission shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

20. Any member of the Commission entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the Meeting. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.
21. 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.
22. A poll demanded by the chairman of the meeting pursuant to Article 19(a), or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. Subject to the provisions of the Act, 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 (or being organisations by their duly authorised representative) 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 each signed by or on behalf of one or more members.

#### VOTES OF MEMBERS

24. Every member shall have one vote at General Meetings of the Commission.

#### BOARD OF MANAGEMENT

25. The number of Board Members shall not exceed 17 (including the Chairman) or such other number as the members shall decide by special resolution. The number of Board Members shall not be less than 7.
26. Each of the members shall be and shall consent to be a Board Member. No person who is not a member of the Commission shall in any circumstances be eligible to hold office as a Board Member.
27. The Board Members shall be entitled to be paid reasonable and proper remuneration for their services as Board Members actually rendered to the Commission and all reasonable expenses properly incurred by them in attending and return from Board Meetings or General Meetings of the Commission or in connection with the business of the Commission.

02538908

**12 - 11 - 02****POWERS AND DUTIES OF THE BOARD**

28. Subject to the provisions of the Act, the Commission's Memorandum of Association, the Articles and to any directions given by Special Resolution of the Commission, the business of the Commission shall be managed by the Board who may pay all the expenses incurred in the formation of the Commission and may exercise all such powers of the Commission as are not required to be exercised by the Commission in General Meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Commission in General Meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
29. All cheques and other negotiable instruments, and all receipts for moneys paid to the Commission, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.
30. The Board shall cause minutes to be made:
- (a) of all appointments of officers made by the Board;
  - (b) of the names of the Board Members present at each Board meeting; and
  - (c) of all resolutions and proceedings at all meetings of the Commission and of the Board.

**DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS**

31. The office of Board Member shall be vacated if the Board Member:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) ceases to be a Board Member by virtue of any provision of the Act or he becomes prohibited by law from being a Board Member; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (d) resigns his office by written notice to the Commission; or
  - (e) is directly or indirectly interested in any contract with the Commission and fails to declare the nature of his interest as required by Section 317 of the Act; or
  - (f) ceases to be a member of the Commission for whatever reason.
32. The Commission may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove any Board Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Commission and such member.

02538908

**12 - 11 - 02****PROCEEDINGS OF THE BOARD**

33. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. A Board Member may, and the Secretary on the request of a Board Member shall, at any time summon a Board Meeting. It shall not be necessary to give notice of a Board Meeting to any Board Member for the time being absent from the United Kingdom.
34. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be five of whom at least three shall be Press Members.
35. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Board Members present may choose one of their number to chair the meeting.
- \*36. The Board may delegate any of its powers to such person or persons or sub-committees as it thinks fit; such person or persons or sub-committees shall conform to any regulations which may be imposed upon it or them by the Board.
37. Any sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the elected chairman is not present within five minutes after the time appointed for holding the same, the members of the sub-committee present may choose one of their number to chair the meeting.
38. Any sub-committee may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee present, and in the case of an equality of votes the chairman of the sub-committee shall have a second or casting vote.
39. All acts done by any meeting of the Board or of a sub-committee, or by any person acting as a Board Member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.
40. A resolution in writing, signed by all the Board Members entitled to receive notice of a Board Meeting, shall be as valid and effective as if it had been passed at a Board Meeting duly convened and held, and may consist of two or more documents in like form each signed by one or more Board Members.

**SECRETARY**

41. The Secretary shall not be a Board Member. The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by the Board.

---

\*Adopted by Special Resolution passed on 30 October 2002

02538908

**12 - 11 - 02**

42. A provision of the Act or the Articles requiring or authorising a thing to be done or to a Board Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Board Member and as, or in place of, the Secretary.

**THE SEAL**

43. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub-committee authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board Member and shall be countersigned by the Secretary or by a second Board Member or by some other person appointed by the Board for the purpose.

**ACCOUNTS**

44. The Board shall cause accounting records to be kept in accordance with sections 221-222 of the Act.
45. The accounting records shall be kept at the office or, subject to the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Commission.
46. The Board shall from time to time determine whether and to what times and places and under what conditions or regulations the accounts and books of the Commission or any of them shall be open to the inspection of members, and no member shall have any right of inspecting any account or book or document of the Commission except as conferred by statute or authorised by the Board or by the Commission in General Meeting.
47. The Board shall from time to time in accordance with the Act cause to be prepared and to be laid before the Commission in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.
48. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Commission in General Meeting, together with a copy of the auditor's report, and the Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Commission. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Commission is not aware or to more than one of the joint holders of any debentures.

**AUDIT**

49. Auditors shall be appointed and their duties regulated in accordance with the Act.

**NOTICES**

50. A notice may be given by the Commission to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Commission for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

02538908

**12 - 11 - 02**

51. Notice of every General Meeting shall be given in any manner herein before authorised to:

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Commission an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting:

(c) the auditor for the time being of the Commission; and

(d) each Board Member.

No other person shall be entitled to receive notices of General Meetings.

#### DISTRIBUTIONS AND DISSOLUTION

52.1 The income and the property of the Commission shall be applied solely towards the promotion of its objects as set forth in its Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Commission PROVIDED THAT nothing herein or in the Memorandum of Association shall prevent any payment in good faith by the Commission:

(a) of reasonable and proper remuneration to any member, officer or servant of the Commission for any services actually rendered to the Commission; or

(b) of reasonable and proper rent for premises demised or let by any member of the Commission or of the Board; or

(c) to any member of Board of reasonable and proper out-of-pocket expenses.

52.2 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 having objects similar to the objects 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 Article 52.1 hereof, 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.

# 12 - 11 - 02

## COMPLAINTS

- 53.1** The primary function of the Commission shall be to consider, and adjudicate, conciliate and resolve or settle by reference to the Press Code of Practice promulgated by PRESSBOF for the time being in force complaints from the public of unjust or unfair treatment by newspapers, periodicals or magazines and of unwarranted infringements of privacy through material published in newspapers, periodicals or magazines (in each case excluding advertising by third parties) or in connection with the obtaining of such material but shall not consider complaints of any other nature.
- \*53.1A** It shall also be the function of Commission to consider and pronounce on issues relating to the Code of Practice which the Commission, in its absolute discretion considers to be in the public interests.
- 53.2** 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.
- \*\*53.3** A complaint may be made by an individual or by a body of persons (whether incorporated or not) but, in addition to the requirements of Article 53.1, shall only be entertained or its consideration proceeded with if it appears to the Commission that:
- (a) the complaint is made by the person affected or by a person authorised by him to make the complaint;
  - (b) the matter complained of is not the subject of proceedings in a court of law or tribunal in the United Kingdom; and
  - (c) 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.
- 53.4** Notwithstanding the provisions of Article 53.3, the Commission shall have discretion to consider any complaint from whatever source that it considers appropriate to the effective discharge of its function.
- 53.5** 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.

---

\* Adopted by Special Resolution passed on 23 February 1994.

\*\* Adopted by Special Resolution passed on 30 October 2002



02538908

**12 - 11 - 02**

53.6 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.

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

\*53.8 [*intentionally deleted*]

\*\*53.9 In this Article 53:

(a) "complaint" means a complaint to the Commission of any such unjust or unfair treatment or unwarranted infringement of privacy as is mentioned in Article 53.1;

(b) "the person affected" means:

(i) in relation to any such unjust or unfair treatment, a person named or identified in the relevant material who was the subject of that treatment;

(ii) in relation to any such unwarranted infringement of privacy, a person whose privacy was infringed;

(c) "the relevant material" means the material which is the subject of the complaint in which the alleged unjust or unfair treatment occurred in connection with which the alleged unwarranted infringement of privacy occurred, and

(d) "unjust or unfair treatment" includes treatment which is unjust or unfair because of the way in which material included or to be included in a publication has been selected or arranged.

\*\*\*53.10 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.

---

\* Removed by Special Resolution passed on 30 October 2002

\*\* Adopted by Special Resolution passed on 30 October 2002

\*\*\* Adopted by Special resolution passed on 30 October 2002

02538908

12 - 11 - 02

**RULES OR BYE LAWS**

54.1 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:

(a) the conduct of complaints of the nature referred to in Article 53 received by the Commission and the publication and circulation of its findings in relation thereto:

(b) 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;

(c) the conduct of members of the Commission in relation to one another, and to the Commission's employees;

(d) the setting aside of the whole part or any part or parts of the Commission's premises at any particular time or times or for any particular purpose or purposes:

(e) and, generally, all such other matters as the Board considers appropriate to be the subject matter of rules or bye-laws.

54.2 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 Memorandum-of-Association or the Articles.