

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 29 October 2003

At an Extraordinary General Meeting of the above named Company duly convened and held on 29 October 2003 the following Resolutions were proposed and passed as Special Resolutions.

SPECIAL RESOLUTION

1. **THAT** the following clause be adopted as clause 3 of the Memorandum of Association of the Company in substitution for the existing clause 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 and to establish such procedures as it may see fit from time to time in relation to the foregoing and for the effective discharge of its functions, for the purpose of ensuring that the Press of the United Kingdom maintains the highest professional standards and having regard to generally established freedoms

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including freedom of expression and the public's right to know, and defence of the press from improper pressure.

2. **THAT** the Articles of Association of the Company be altered as follows:-

(a) By deleting Article 5 and replacing it with the following Article:-

“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. Members of the Commission shall be appointed in accordance with Article 6 below provided that at all times a majority of the total number of members so appointed shall be Public Members.

(b) By deleting Article 7.

(c) By inserting at the beginning of Article 6.3 the words “Subject to the provisions of Article 5 above”.

(d) By inserting at the end of Article 8 the words “and any member who has ceased to be a Board Member for whatever reason shall automatically cease to be a member of the Commission”.

(e) By inserting at the end of Article 10.3 the words “The Appointments Commission shall further meet to consider the appointment of the members of the Customer Service Audit Panel and the Charter Commissioner.”

(f) By omitting the word “three” in Article 15 and substituting the word “five”.

(g) By omitting the second sentence of Article 25.

(h) By inserting in Article 28 after the words “the business of the Commission” the words “including all matters referred to in Article 53”

(i) By omitting in Article 34 the words “of whom at least three shall be Press Members” and substituting for them the words “provided that for the transaction of business pursuant to Article 53 a majority of the members present shall be Public Members (which term shall for the purpose of this Article 34 only be deemed to include the Chairman)”.

(j) By inserting in Article 54.1 a new Article 54.1(b) as set out below and by re-numbering the provisions of Article 54.1(c) to (f) accordingly

“any procedures which may be established from time to time to review the work of the Commission”.

- (k) By inserting a new Article 55 as set out below:-

CUSTOMER SERVICE AUDIT PANEL

- 55.1 The Commission shall establish a Customer Service Audit Panel whose function it shall be to examine the handling of complaints by the Commission pursuant to Article 53. The Board shall institute an audit at least once every calendar year.
- 55.2 The Customer Service Audit Panel shall consist of three members who shall be appointed by the Appointments Commission for such period or periods as the Appointments Commission in its absolute discretion shall decide. Two members of the Customer Service Audit Panel shall be persons who would otherwise be eligible to be Public Members of the Commission. No member of the Customer Service Audit Panel shall be a member of the Commission during the time of his or her appointment.
- 55.3 The Customer Service Audit Panel shall report to the Board in respect of its findings and shall make such recommendations as it sees fit. Nothing in this Article shall oblige the Board to act upon any recommendations made by the Customer Service Audit Panel but, in the event that the Board decides not to act upon any recommendation so made, then the Board shall provide the Customer Service Audit Panel with its reasons for this. The Board shall publish any final reports in respect of each calendar year.

- (l) By inserting a new Article 56 as set out below:-

CHARTER COMMISSIONER

- 56.1 A Charter Commissioner shall be appointed by the Appointments Commission on such terms and for such length of time as the Appointments Commission shall in its sole discretion decide. The Charter Commissioner shall be a person who would otherwise be eligible to be a Public Member of the Commission but shall not be a member of the Commission during the time of his or her appointment.
- 56.2 The Charter Commissioner 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.

- 56.3 The Charter Commissioner 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 Charter Commissioner but, in the event that the Board decides not to act upon any recommendation so made, then the Board shall provide the Charter Commissioner with its reasons for this.
- 56.4 The Board shall publish an annual report in respect of all of the complaints dealt with during the period under review.


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CHAIRMAN