

THE COMPANIES ACT, 1929.

Company Limited by Shares.

Special Resolution

(Pursuant to the Companies Act, 1929, Section 117).

OF

NORFOLK NEWS COMPANY LIMITED

Passed the 20th day of April, 1937.

REGISTERED
21 APR 1937

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 57, London Street in the City of Norwich, on Tuesday the 20th day of April, 1937 the following SPECIAL RESOLUTION was duly passed :—

"That the Articles of Association submitted to this meeting and for the purpose of identification subscribed by Sir Basil Edgar Mayhew be and the same are hereby approved and that such Articles of Association be substituted for the present Articles of Association of the Company."

Basil Edgar Mayhew

Chairman

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

**NORFOLK NEWS COMPANY,
LIMITED.**

(Incorporated the 15th day of January, 1884.)

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

Articles of Association
OF
NORFOLK NEWS COMPANY
LIMITED.

TABLE A EXCLUDED.

Table A excluded

1. The regulations in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION.

Interpretation
clause

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

WORDS.

MEANINGS.

Definitions

The Statutes ..	The Companies Act 1929, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles ..	These Articles of Association as originally framed or as altered from time to time by Special Resolution.
The Directors ..	The Directors for the time being of the Company.

WORDS.

MEANINGS.

The Office	The registered office for the time being of the Company.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Expressions in
Statutes to bear
same meaning in
Articles

Subject as aforesaid, any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

SHARES.

Capital

3. The capital of the Company is divided into 140,000 ordinary shares of £1 each.

Private Company

4. The Company is a Private Company, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company; (B) the number of the members of the Company (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member; and (C) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.

Commission on
subscription of
shares

5. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company: Provided that such commission shall not exceed 10 per cent. of the price at which such shares are issued or an amount equivalent to such percentage; and such commission may be satisfied in shares of the Company partly or fully paid up.

Interest on share
capital during
construction

6. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions

mentioned in Section 54 of the Companies Act 1929, and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.

Receipts of joint
holders of shares

7. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

No trust recognized

8. No person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognize any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by statute required or pursuant to any order of Court.

Registered member
entitled to share
certificate

9. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate under the Seal for all the shares registered in his name, specifying the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon: Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by one Director and countersigned by the Secretary and shall be sealed with the Seal.

New certificate
may be issued

10. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and on such terms as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate.

LIEN.

Company to have
lien on shares and
dividends

11. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether incurred or entered into alone or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

Lien may be
enforced by sale
of shares

12. For the purpose of enforcing such lien the Directors may sell the shares subject thereto at such time or times and in such manner as they think fit, but subject to the provisions as to transfers herein contained, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for thirty days after such notice.

Application of
proceeds of sale

13. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

Directors may
execute transfer
to purchaser

14. For giving effect to any such sale as aforesaid, the Directors or any two of them may execute a transfer of the shares so sold to the purchaser thereof. The purchaser's name shall thereupon be entered in the register of members as holder of the shares comprised in any such transfer, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

Member not entitled
to privileges of
membership until
all calls paid

15. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

CALLS ON SHARES.

Directors may
make calls

16. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that thirty days' notice at least is given of each call, and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.

Thirty days'
notice to be given

Restrictions on
power to make calls

17. No call shall exceed one fifth of the nominal amount of the share or be made payable within twelve months after the last preceding call was made unless by the terms of allotment of a share it shall be made payable upon allotment or at any fixed date.

When call deemed
made

18. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

Liability of joint
holders

19. The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

Interest on unpaid
call

20. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call or instalment at such rate not exceeding 10 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

Sums payable on
allotment deemed
a call

21. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all the purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.

Difference in calls

22. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

Calls may be paid
in advance

23. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

FORFEITURE OF SHARES.

Directors may require payment of call with interest and expenses

24. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 10 per cent. per annum, as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

Notice requiring payment to contain certain particulars

25. The notice shall name a further day (not earlier than the expiration of thirty days from the day appointed for the payment of the call or instalment of a call or seven days from the date of the notice whichever shall be the later) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

On non-compliance with notice shares forfeited on resolution of Directors

26. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

Notice of forfeiture to be given and entered in Register of Members

27. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share, or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Directors may allow forfeited shares to be redeemed

28. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

Shares belong to

Former of forfe shares l call ma forfeitu

Conse forfeit

Title share

Shares forfeited
belong to Company

29. Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, subject to the provisions as to transfers herein contained.

Former holders
of forfeited
shares liable for
call made before
forfeiture

30. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture, without any reduction or allowance for the value of the shares at the time of forfeiture.

Consequences of
forfeiture

31. The forfeiture of a share shall involve the extinction as at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

Title to forfeited
share

32. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated. The Directors or any two of them may execute a transfer of the share in favour of any person to whom the share is sold or otherwise disposed of, and may give a good receipt for the consideration (if any) given for the share on the sale or disposition thereof, and (subject to the execution of any necessary transfer) the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

TRANSFER AND TRANSMISSION OF SHARES.

Shares to be transferable

33. Subject to the restrictions in these Articles contained, shares shall be transferable, but every transfer must be in writing in the usual common form under seal or in such other form as the Directors shall from time to time approve, and shall be left at the Office for registration accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

Transfer to members

34. A share may at any time be transferred or bequeathed by Will or Codicil to any member of the Company selected by the transferor, provided always that, in relation to transfers or bequests of ordinary shares, for the purposes of this Article no person shall be deemed to be a member of the Company unless he shall be the registered holder of ordinary shares of the Company.

Transfer to members of family

35. Subject to the provisions of Article 38 any share may be transferred at any time or bequeathed by Will or Codicil by a member to the wife or husband of such member, or to any child or remoter descendant of such member, or to any wife or husband of any such child or remoter descendant of such member.

Transfer to remoter relatives

36. Subject to approval by a resolution of the Directors, any share may be transferred at any time or bequeathed by Will or Codicil by a member to any person who under the provisions of Sections 46 and 47 of the Administration of Estates Act 1925, in any of the contingencies therein mentioned, might become, or might have become, entitled to any interest in the estate of such member if he were to die, or had died intestate, or to any wife or husband of any such person.

Persons under disability

37. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Directors may refuse to register in certain cases

38. The Directors may in their discretion and without assigning any reason, refuse to register a transfer of any share to any person whom it shall in their opinion be undesirable in the interests of the Company to admit to membership, but such right of refusal shall not be exercisable in the case of any transfer made pursuant to, or for giving effect to any bequest authorised by Article 35, except for the purpose of ensuring that the number of members does not exceed the limit prescribed by Article 4, or unless such refusal shall be in writing signed by all the Directors for the time being of the Company.

Approval of all Directors required in certain cases

39. No transfer of any share (other than a transfer to a member of the Company made pursuant to, or for giving effect to any bequest authorised by, Article 34 or a transfer made pursuant to, or for giving effect to any bequest authorised by, Article 35 or Article 36) shall be registered unless approved in writing by all the Directors for the time being of the Company.

Evidence to be
furnished

40. Whenever a transfer lodged for registration is claimed to be made pursuant to, or for giving effect to a bequest authorised by, Article 35 or Article 36, the transferee shall furnish to the Directors such evidence in support of such claim as they may require.

Further information
to be furnished

41. Before registering any transfer (other than a transfer to a member of the Company made pursuant to, or for giving effect to any bequest authorised by, Article 34) the Directors may :

- (A) Require the intending transferor and proposed transferee or either of them to furnish any information relating to the proposed transferee or his affairs as the Directors may think fit.
- (B) Make such enquiries from members of the Company or otherwise as to the proposed transferee as the Directors may think fit.
- (C) Require to be furnished with evidence by way of statutory declaration or otherwise verifying any facts of which the Directors may think it desirable to have proof.

Shares subject
to a lien

42. The Directors may refuse to register any transfer of shares on which the Company has a lien.

Notice of refusal
to register

43. If the Directors refuse to register a transfer of any share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of such refusal, but if the transfer shall still be under consideration at the expiration of such two months, the Directors shall so inform the transferee, and if the Directors shall subsequently refuse to register the transfer, they shall within seven days after such refusal give notice thereof to the transferee.

On death of
member survivor or
executor only
recognized

44. In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

Transfer to give
effect to authorised
bequests

45. The executors or administrators of a deceased member may at any time transfer any shares of such deceased member for the purpose of giving effect to any bequest authorised by Article 34, Article 35 or Article 36, subject as therein mentioned.

Position on death
or bankruptcy of
members

46. The executors or administrators of a deceased member and any person who has become entitled to any shares in consequence

of the bankruptcy of any member may, subject to the provisions as to transfer herein contained, transfer the shares of such deceased or bankrupt member, or may be registered as members in respect of such shares upon producing proper evidence of the grant of probate or letters of administration or such other evidence of title as may from time to time be properly required by the Directors, but the Directors shall have the same right to refuse registration of such executors administrators or other person as they would have had in the case of a transfer of such shares by the deceased or bankrupt member made before his death or bankruptcy and not pursuant to Article 35 or Article 36.

Person entitled by transmission may receive dividends without being registered as a member, but may not vote

47. A person becoming entitled to any share by reason of the death or bankruptcy of the holder shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but shall not be entitled in respect of it to receive notices of, or to attend or vote at, meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share.

Transfers to be executed by both parties

48. The instrument of transfer of a share shall be executed under seal both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Company to provide and Secretary to keep register

49. The Company shall provide a book to be called the "Register of Transfers," which shall be kept by the Secretary, under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

Transfer fee

50. Such fee as the Directors may from time to time determine may be charged for registration of a transfer.

Register of transfers may be closed

51. The register of transfers may be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

ALTERATIONS OF CAPITAL.

Company may alter
its capital in
certain ways

52. The Company in General Meeting may by Special Resolution:—

- (A) Consolidate and divide its share capital into shares of larger amount than its existing shares, or
- (B) Cancel any shares not taken or agreed to be taken by any person; or
- (C) Divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Statutes, and so that as between the resulting shares, one or more of such shares may by the resolution by which such sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares, or
- (D) Reduce its capital and any Capital Redemption Reserve Fund in any manner authorised and subject to any conditions prescribed by the Statutes.

INCREASE OF CAPITAL.

Company may
increase its capital

53. The Company in General Meeting may at any time by Special Resolution, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any) in regard to dividend, return of capital, voting or otherwise, including in the case of Preference Shares, if so resolved, a liability to be redeemed as the General Meeting resolving upon such increase directs. The terms and manner of redemption of any redeemable Preference Shares created under this provision shall be such as may be directed in the resolution creating the same, or, in default of any such direction, then such as may be prescribed by the Directors before the issue thereof.

New shares to be
ordinary capital
unless otherwise
provided

54. Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original ordinary share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital, and, unless otherwise determined by the Company in general meeting, any new shares shall be offered in the first instance to the holders of ordinary shares of the Company in proportion to their existing holdings on such terms and conditions and at such times as the Directors think fit. Subject as aforesaid any new shares shall be under the control of the Directors, who may allot and issue the same (subject always to Article 4 hereof) to such persons on such terms and conditions and at such times as the Directors think fit. Shares may be issued at par or at a premium, or, subject to the provisions of Section 47 of the Companies Act 1920, at a discount.

Members
requisition
Director
Extraor
Meeting

If Direc
to call
requisit
call it

MODIFICATION OF CLASS RIGHTS.

Rights of share-
holders may be
altered

55. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company shall ~~mutatis mutandis~~ apply, but so that the necessary quorum shall be not less than two members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

Notice

GENERAL MEETINGS.

General Meetings

56. General Meetings of the Company shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and at such place in the City of Norwich as may be determined by the Directors.

Ordinary and
Extraordinary
Meetings

57. The last-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

Directors may call
Extraordinary
Meeting

58. The Directors may call an Extraordinary Meeting whenever they think fit.

Specia

Members may
requisition
Directors to call
Extraordinary
Meeting

59. The Directors shall call an Extraordinary Meeting whenever a requisition in writing, signed by members of the Company holding in the aggregate not less than one-tenth in amount of such of the issued capital of the Company upon which all calls or other sums then due shall have been paid up, as at the date of the deposit carries the right of voting at General Meetings of the Company and stating fully the objects of the meeting, shall be deposited at the office. Such a requisition may consist of several documents in like form, each signed by one or more requisitionists.

If Directors neglect
to call meeting
requisitionists may
call it

60. If the Directors do not, within twenty-one days from the date of the requisition being so deposited, proceed duly to convene a meeting the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after the expiration of three months from the date of such deposit. For the purposes of this Article the Directors shall in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is provided for by Article 61. All meetings convened by requisitionists under this Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

Notice of meeting

61. Seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members as are under the provisions of these Articles entitled to receive notices from the Company. Whenever a resolution is to be proposed as a special resolution, twenty-one days' notice at the least specifying the particulars aforesaid and also the intention to propose the resolution as a special resolution shall be given in manner hereinafter mentioned to such members as aforesaid. The accidental omission to give such notice to, or the non-receipt of such notice by, any such member shall not invalidate any resolution passed or proceeding had at any such meeting, and, with the consent of all the members for the time being entitled to attend and vote at such meeting, a meeting may be convened upon a shorter notice.

PROCEEDINGS AT GENERAL MEETINGS.

Special business

62. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of (A) sanctioning a dividend, (B) the consideration of the accounts and balance sheets and the ordinary reports of the Directors and Auditors, (C) the election of Auditors, and the fixing of their remuneration, and (D) election of retiring Directors and the filling up of any vacancy.

Members may
submit resolution
to meeting on
giving notice to
Company

63. Any member entitled to be present and vote at a meeting may submit to any General Meeting any resolution which is relevant to the objects for which the meeting is convened, provided that within the prescribed time before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution, and stating his intention to submit the same. The prescribed time above mentioned shall be such that, between the date on which the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four nor more than fourteen intervening days.

Secretary to give
notice to members

64. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued, include in the notice of the meeting, and shall in any other case issue as quickly as possible to the members entitled to notice of the meeting, notice that such resolution will be proposed.

No business to
be transacted unless
quorum present

How quorum to
be ascertained

65. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be members personally present, not being less than five, and holding or representing by proxy not less than one-twentieth part of the issued share capital of the Company.

If quorum not
present meeting
adjourned or
dissolved

66. If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

Chairman of Board
to preside at all
meetings

67. The Chairman of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

Notice of
adjournment
to be given

68. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be

given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

How resolution
decided

69. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman (being a person entitled to vote) or by at least two persons present and entitled to vote, or by the holder or holders in person or by proxy of at least one-twentieth part of the issued share capital of the Company, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Poll to be taken as
Chairman shall
direct

70. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No poll in certain
cases

71. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

Chairman to have
casting vote

72. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

Business to be
continued if poll
demanded

73. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

Member to have
one vote or one vote
for every share

74. Subject and without prejudice to any special privileges or restrictions for the time being attached to any special class of shares for the time being forming part of the capital of the Company,

every member shall have one vote on a show of hands and in case of a poll shall have one vote for every share of which he is the holder.

Votes of lunatic member

75. If any member be a lunatic, idiot, or *non compos mentis*, he shall not be entitled to be present at any meeting or vote either personally or otherwise.

Votes of joint holders of shares

76. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Only members not indebted to Company in respect of shares entitled to vote

77. Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, or to be reckoned in a quorum, at any General Meeting.

How votes may be given and who can act as proxy

78. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. No person shall act as a proxy, except for a corporation, who is not entitled to be present and vote in his own right.

Instrument appointing proxy to be in writing

79. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.

Instrument appointing a proxy to be left at Company's office

80. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. The validity of a proxy shall not be affected by the death or insanity of the appointor or by the revocation of the proxy unless notice of any such event is received by the Company before the time fixed for the meeting at which the proxy may be used.

Form of proxy

81. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

"NORFOLK NEWS COMPANY LIMITED.

"I,
 " of , a member of
 " NORFOLK NEWS COMPANY LIMITED and
 " entitled to votes, hereby appoint
 "
 " of , another member
 " of the Company, and failing him
 "
 " , of
 " , another member of the
 " Company, to vote for me and on my behalf at the
 " [Ordinary, Extraordinary or Adjourned, *as the case*
 " *may be*], General Meeting of the Company to be
 " held on the day of and at
 " every adjournment thereof.
 " As witness my hand this day of 19 ."

DIRECTORS.

Number of Directors

82. Until otherwise determined by a General Meeting, the number of Directors shall not be less than four nor more than seven.

Present Directors

83. The present Directors are Russell James Colman, Henry John Copeman and Alfred William Tillett, who are Governing Directors, and William Oliver Copeman, Archibald Cozens-Hardy, Derek Wellwood Tillett and Sir Basil Edgar Mayhew, K.B.E. who are Ordinary Directors.

Governing Directors

84. Each of the said Governing Directors shall, subject to the provisions of Article 88, hold office for life and shall not be subject to retirement in rotation. If any Governing Director shall cease to be a Director, no further Governing Director shall be appointed, and any director appointed in his place shall be an Ordinary Director.

Power to add to Directors

85. The Directors shall have power from time to time and at any time to appoint additional ordinary Directors, provided that the total number of Directors shall not exceed the prescribed maximum. Any Director so appointed shall retire from office at the next Ordinary Meeting, but shall be eligible for re-election.

Director's qualification

86. The qualification of a Director shall be the holding in his own right alone, and not jointly with any other person, of one hundred ordinary shares in the Company and this qualification shall be acquired within two months after appointment.

Directors'
remuneration

87. (1) The Directors shall be paid for their services out of the funds of the Company the fees following, that is to say, the said Russell James Colman, Henry John Copeman and Alfred William Tillett, so long as they shall respectively continue to be Governing Directors, each at the rate of £2,000 per annum, and the ordinary Directors for the time being each at the rate of £250 per annum. Provided that the aggregate of the fees payable under this provision in any year shall not exceed one moiety of the profits of the Company for that year available for distribution by way of dividend, and, if such aggregate of fees would otherwise exceed such moiety, the fees payable to the Governing Directors shall abate accordingly, and, if there shall be more than one Governing Director, their fees shall abate equally.

(2) There shall in addition be set aside in each year out of the profits of that year available for distribution by way of dividend a sum (hereinafter called "the Directors' Remuneration Fund") equal to one-tenth of the amount of such profits after paying or providing thereout for—

- (A) The amount of the fees payable to the Directors in that year as hereinbefore provided, and
- (B) Any sum which it may be necessary to transfer to any Capital Redemption Reserve Fund, and
- (C) The dividend on any Preference Shares or other shares with special rights as to dividend, and also
- (D) A dividend at the rate of $6\frac{1}{2}$ per cent. on the amount paid up or credited as paid up (otherwise than in advance of calls) on the shares in the Company other than Preference Shares or other shares with special rights as to Dividend.

(3) One equal third part of the Directors' Remuneration Fund shall in each year be paid to each of them the said Russell James Colman, Henry John Copeman and Alfred William Tillett, so long as they shall respectively continue to be Governing Directors, and so in proportion for any less period than a year. Subject to the rights aforesaid of the said Russell James Colman, Henry John Copeman and Alfred William Tillett, the Directors' Remuneration Fund shall in each year be divided amongst the ordinary Directors in shares proportionate to the periods for which they have respectively held office as ordinary Directors in that year.

(4) For the purpose of this Article, the amount of the profits of any year available for distribution by way of dividend shall be reckoned before payment or making provision for the payment of any income tax.

(5) If any Director being willing, shall be called upon to perform extra services or to make any special exertions in going abroad, or otherwise for any of the purposes of the Company, the Company may pay to such Director such additional remuneration as may be determined by the Directors.

(6) The Company may pay to Directors their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings and otherwise in the execution of their duties as Directors.

Office of Director
vacated in certain
cases

88. The office of a Director shall be vacated :—

- (A) If a receiving order is made against him, or he makes any arrangement or composition with his creditors.
- (B) If he be found lunatic or become of unsound mind.
- (C) If he ceases to be a Director under the provisions of the Statutes as to the acquiring and holding by Directors of their qualifications.
- (D) If he absents himself from the meetings of the Board during a continuous period of three months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated his office.
- (E) If by notice in writing given to the Company he resigns his office.
- (F) If he (not being a Governing Director) is requested in writing by all his co-Directors to resign.

Privileges of
Directors

89. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and on such terms as to remuneration and otherwise as the Directors shall arrange.

MANAGING DIRECTORS.

Directors may
appoint Managing
Director

90. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits or by any or all of those modes.

Special position of
Managing Director

91. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director he shall *ipso facto* and immediately cease to be a Managing Director.

POWERS AND DUTIES OF DIRECTORS.

Business of
Company to be
managed by
Directors

92. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Limit to Directors'
borrowing powers

93. The amount for the time being remaining undischarged of moneys borrowed or raised by the Directors for the purposes of the Company (otherwise than by the issue of share capital) shall not at any time exceed the nominal amount of the issued share capital for the time being of the Company without the sanction of the Company in General Meeting; but no lender shall be bound to see that this limit is observed.

Continuing
Directors may act
to fill vacancies or
summon meetings

94. The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than four it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not for any other purpose.

Directors to comply
with the statutes

95. The Directors shall duly comply with the provisions of the statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges keeping the Register of Members, keeping a register of Directors and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return pursuant to Section 108 of the Companies Act 1929, together with the certificates required by Section 111 of the Companies Act 1929, the particulars required by Section 144 of the Companies Act

1929, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of Special and Extraordinary Resolutions and other particulars connected with the above.

Director may
contract with
Company

96. A Director may contract with and be interested in any contract or arrangement made with the Company, and shall not be liable to account for any profit made by him by reason of any such contract or arrangement, provided that the precise nature of the interest of the Director in such contract or arrangement be declared to the Board before or at the time the same is entered into or at the first Board Meeting after such interest is acquired. No Director shall vote as a Director in respect of any contract or arrangement in which he shall be interested, but this prohibition shall not apply to any contract or arrangement for giving to a Director security for any advance made or guarantee given by him to or for the benefit of the Company, or to any allotment or proposed allotment of shares or debentures to a Director, and subject to the provisions of Section 149 of the Companies Act 1929, it may at any time be suspended or relaxed by the Company in General Meeting.

ROTATION OF DIRECTORS.

One-third of
Ordinary
Directors to retire
at Ordinary Meeting

97. Subject to the provisions of these Articles, one-third of the ordinary Directors for the time being (if any), or, if their number is not a multiple of three, then the number nearest to one-third, shall retire from office at the Ordinary General Meeting in every year.

Directors to retire
and be eligible for
re-election

98. The Directors to retire shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall, in the absence of agreement, be selected from among them by lot. A retiring Director shall be eligible for re-election, and shall act as a Director throughout the Meeting at which he retires.

Office to be filled at
meeting at which
Director retires

99. At the meeting at which any Director shall retire in manner aforesaid, the Company shall (in default of and subject to any resolution for reducing the number of Directors) fill up the vacated office by electing a person thereto, and may, without notice in that behalf, fill up any vacancy which may occur or have occurred otherwise than by the retirement of a Director in rotation.

Members eligible
for office of Director
if prescribed notice
and consent lodged
at office

100. No person, not being a Director retiring at the meeting, shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting, unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such

person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than seven nor more than fourteen intervening days.

If places not filled
up retiring
Directors deemed
re-elected

101. If at any meeting at which an election of Directors ought to take place, the places of the retiring Directors, or some of them, are not filled up, in default of and subject to any resolution for reducing the number of Directors, the retiring Directors, or such of them as have not had their places filled up, shall, if willing to act, be deemed to have been re-elected.

Increase or decrease
of number of
Directors

102. The Company may from time to time in General Meeting increase or decrease the number of ordinary Directors, and determine in what order such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid.

Casual vacancy in
Board to be filled
by Directors

103. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

Ordinary Director
may be removed
by Extraordinary
Resolution

104. The Company may by Extraordinary Resolution remove any ordinary Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another ordinary Director in his stead; but any person so appointed shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

PROCEEDINGS OF DIRECTORS.

Meeting of
Directors

105. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Two Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

Quorum

Casting vote of
Chairman

Director may call
meeting of Board

106. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

Chairman of
Directors

107. The Directors may from time to time elect a Chairman, who shall preside at meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

Power for Directors
to appoint
committees

108. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

Chairman of
committees

109. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

Meetings of
committees

110. A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

All acts done by
Directors to be
valid

111. All acts *bona fide* done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director 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 Director.

Minutes to be made
and when signed by
Chairman to be
conclusive evidence

112. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

Resolution signed
by Directors to be
valid

113. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.

THE SEAL.

Seal to be affixed
by authority of
resolution of Board
and in the presence
of one Director and
Secretary

114. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, and such Director and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DIVIDENDS AND RESERVE FUND.

Application of
profits

115. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company, in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls but subject in the case of any new shares to the terms of issue thereof.

Declaration of
dividends

116. The Company in General Meeting may from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. No higher dividend shall be paid than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

Interim
dividends.

117. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company.

Directors may form
reserve fund and
invest

118. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company, or shall, with the sanction of the Company in General Meeting be, as to the whole or in part, applicable for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. Accounts when approved by a General Meeting shall be conclusive in all respects, except as regards any error discovered therein within 3 months after such approval.

Dividend warrants
to be sent to
members by post

119. Every dividend warrant may be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

Unpaid dividends
not to bear interest

CAPITALISATION OF RESERVES, Etc.

Capitalisation of
Reserves or
undivided profits

120. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) for the time being standing to the credit of any reserve fund or reserve account of the Company (other than any Capital Redemption Reserve Fund), including premiums received on the issue of any shares, debentures or debenture stock of the Company, or (B) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective ; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares in the capital of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares and distribute the same credited as fully paid up amongst such shareholders in the proportions aforesaid in satisfaction of their shares and interests in the said capitalised sum or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid up shares, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of the shares to be distributed as aforesaid shall be filed in accordance with Section 42 of the Companies Act 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective.

ACCOUNTS.

Accounts to
be kept

121. The Directors shall cause true accounts to be kept—

- (A) Of the assets and liabilities of the Company,
- (B) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and
- (c) Of all sales and purchases of goods by the Company.

Books to be kept
at registered office

The books of account shall be kept at the Office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.

Accounts and books
may be inspected
by members

122. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors, or by a resolution of the Company in General Meeting.

Profit and Loss
account and
Balance sheet to be
made out yearly
and laid before
Company

123. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account made up to a date not more than six months before such meeting. A balance sheet shall be made out in every year and laid before the Company in General Meeting, made up to the same date as the profit and loss account. The balance sheet shall have attached thereto the Auditors' report and shall be accompanied by a report of the Directors as to the state of the Company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. So long as any part of the capital of the Company shall consist of redeemable preference shares, there shall be included in the balance sheet, the particulars required by Section 46 Sub-Section (2) of the Companies Act 1929. The Auditors' report shall be read before the Company in General Meeting as required by Section 120 of the Companies Act 1929.

AUDIT.

Accounts to be
audited

124. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of Sections 132, 133 and 134 of the Companies Act 1929 in regard to Audit and Auditors shall be observed. In addition to and simultaneously with the report to be made by the Auditors pursuant to Section 134 of the Companies Act 1929, the Auditors shall in each year, after examining the accounts and balance sheet of the Company, furnish to the Directors a report stating what is, in the opinion of the Auditors, the value of the shares of each class for the time being forming part of the capital of the Company. Any member and any person having power under Article 46 to transfer a share shall be entitled, upon making written application to the Secretary and paying such fee as the Directors may from time to time

prescribe, to be informed of the value so set upon any share of which he is a holder or which he has power to transfer as aforesaid.

NOTICES.

Service of notices
by Company

125. A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members.

How joint holders
of shares may be
served

126. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to the holders of such share.

Members abroad
not entitled to
notices unless they
give address

127. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, no member other than a member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Notices in case
of death or
bankruptcy

128. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

When service
effected

129. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

How time to be
counted

130. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall not be counted in such number of days or other period.

INDEMNITY.

Directors and other
Officers to be
indemnified in
certain cases

131. The Directors, Secretary and other officers for the time being of the Company and their executors and administrators respectively, shall be indemnified out of the assets of the Company against any liability which they or any of them shall or may incur in defending any proceedings whether civil or criminal, in relation to the execution of their duty in their respective offices in which judgment is given in their or his favour, or they or he are or is acquitted, and against any liability which they or he shall or may incur in connection with any application under Section 372 of the Companies Act 1929, in which relief is given to them or him by the Court.

WINDING UP.

Distribution of
assets in specie

132. If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929. A Special Resolution sanctioning a sale to another company duly passed pursuant to the said section may in like manner determine that any shares or other consideration receivable by the Liquidators be distributed amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

Wm J. Coleman
Apr 20/37

COMPANY LIMITED BY SHARES

Articles of Association
OF
NORFOLK NEWS COMPANY
LIMITED

Incorporated the 15th day of January, 1884.