

No: 0089611

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by guarantee and not having a share capital

WRITTEN RESOLUTION

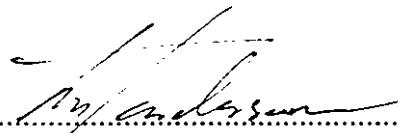
of

THE NEWSPAPER PUBLISHERS
ASSOCIATION LIMITED (the "Company")
pursuant to Article 29 of the
Articles of Association of the Company

RESOLVED that the regulations contained in the attached document and for the purpose of identification initialled by the Chairman of the Company be and they are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.

Dated:

7/4, 1998


.....

duly authorised

for and on behalf of THE SUNDAY TELEGRAM LTD



No: 0089611

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by guarantee and not having a share capital

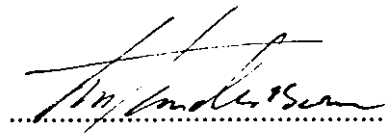
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Dated: 7/4, 1998


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duly authorised

for and on behalf of TELEGRAPH GROUP LTD

No: 0089611

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Dated: 7/4, 1998



.....
duly authorised
for and on behalf of **NEWSPAPER PUBLISHING PLC**

No: 0089611

Part 1

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by guarantee and not having a share capital

WRITTEN RESOLUTION

of

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Dated: 7/4, 1998

CSAund.

.....
duly authorised
for and on behalf of MIRROR GROUP Plc

No: 0089611

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by guarantee and not having a share capital

WRITTEN RESOLUTION

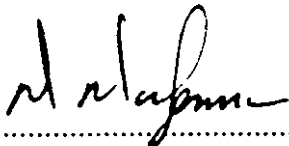
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Dated:

7/4, 1998



duly authorised

for and on behalf of EVENING STANDARD CO. LTD.

No: 0089611

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by guarantee and not having a share capital

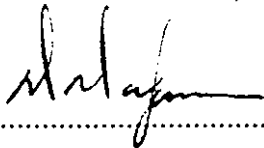
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Dated: 7/4, 1998



.....
duly authorised

for and on behalf of MAIL NEWS/AGERS LTD

No: 0089611

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by guarantee and not having a share capital

WRITTEN RESOLUTION

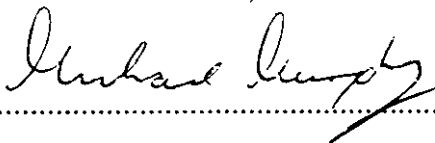
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ASSOCIATION LIMITED (the "Company")
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Dated:

7/7, 1998



duly authorised

for and on behalf of THE FINANCIAL TIMES LTD

No: 0089611

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Company limited by guarantee and not having a share capital

WRITTEN RESOLUTION

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Dated:

7/4, 1998



.....

duly authorised

for and on behalf of GUARDIAN NEWSPAPERS LTD

No: 0089611

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Dated:

7/4, 1998

Paul J. Nairn L

.....
duly authorised

for and on behalf of ~~THE OBSERVER LTD~~

No: 0089611

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by guarantee and not having a share capital

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Dated:

7/4, 1998



duly authorised

for and on behalf of **TIMCS NEWSPAPERS LTD**

No: 0089611

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Dated:

7/4, 1998

..........

duly authorised

for and on behalf of **NEWS GROUP NEWSPAPERS LTD**

No: 0089611

THE COMPANIES ACT 1985 AS AMENDED

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A

SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED

(Adopted by Written Resolution pursuant to article 29 dated , 1998)

1. Interpretation

(1) The regulations in Table "C" in the Companies (Tables A to F) Regulations 1985 (made under the Companies Act 1985) shall not apply to the Association except so far as the same are incorporated or contained in these articles.

(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

the Acts

every statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies insofar as it applies to the Association;

these articles

these Articles of Association, as altered from time to time by Special Resolution and "article" shall be construed accordingly;

WORDS**MEANINGS**

the Association

the above-named THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED;

the Auditors

the auditors of the Association for the time being or, in the case of joint auditors, any one of them;

the Council

the Council of the Association constituted in accordance with the terms of article 39, having the powers delegated to it by special resolution passed from time to time;

Newspaper

- (i) any daily (morning or evening) or Sunday newspaper which is in circulation nationally within Great Britain and any daily or Sunday newspaper which is in general circulation in London as a whole which has been approved by the Association in general meeting; or
- (ii) any other newspaper which may be approved by all of the members of the Association in general meeting from time to time;

Provided that for the purposes of paragraph (i) above:

- (a) the newspapers included in a list to be maintained by the Secretary for this purpose shall be deemed to have been approved by the Association in general meeting; and
- (b) "daily" shall include a newspaper which is in circulation at least 5 days in a normal working week (being a week in which there are no public holidays);

Proprietor

- (i) any actual proprietor, being a corporation, of a Newspaper; or
- (ii) any corporation of which an actual proprietor of a Newspaper is a wholly-owned subsidiary (whether directly or indirectly); or
- (iii) any corporation which is a parent undertaking of an actual proprietor of a Newspaper;

Secretary

the company secretary of the Association and shall include a temporary, joint or assistant secretary of the Association, and any person appointed to perform the duties of company

WORDS**MEANINGS**

secretary of the Association; and

in writing and written include printing, lithography, typewriting and any other modes of representing or reproducing words in a legible and non-transitory form.

(3) "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

(4) In these articles:

- (i) "wholly-owned subsidiary" and "holding company" shall bear the meaning attributed thereto by section 736 of the Companies Act 1985; and
- (ii) "parent undertaking" and "subsidiary undertaking" shall bear the meaning attributed thereto by section 258 of the Companies Act 1985.

(5) Words importing the singular number include the plural number and vice versa. Words importing the masculine gender only include the feminine gender. Words importing persons include corporations.

2. Number of members unlimited

For the purposes of registration the number of members of the Association is declared to be unlimited.

3. Eligibility of Proprietors of Newspapers

(1) Subject to articles 3(3) and 3(4), Proprietors shall be eligible for membership of the Association and the question whether any Proprietor shall be admitted to membership shall be determined by ordinary resolution, provided that:

- (i) only one corporation shall be eligible for membership in respect of any one Newspaper; and
- (ii) if more than one corporation may be eligible for membership in respect of any one Newspaper, the question of which Proprietor shall be admitted to membership in respect of that Newspaper shall be determined by the Council.

(2) A corporation shall be eligible for membership in respect of more than one Newspaper and, if admitted to membership, shall be registered as a member in respect of each Newspaper for which it is a Proprietor.

(3) A corporation shall not be eligible to apply for membership if it is an actual proprietor of a Newspaper and either it is a wholly owned subsidiary of a Proprietor or a subsidiary undertaking of a Proprietor.

(4) A corporation which is eligible for membership of the Association (the "Senior Proprietor") may apply:

- (a) to be admitted as a member of the Association in accordance with these articles for each Newspaper for which it is a Proprietor; or
- (b) to admit to membership in its place a corporation which is an actual proprietor of a Newspaper and which is either its wholly-owned subsidiary or a subsidiary undertaking of it (an "Eligible Corporation") and such Eligible Corporation shall be registered as a member in respect of each Newspaper for which the Senior Proprietor is a Proprietor.

4. Application for admission

Every person who desires to be admitted as a member must sign and send in to the Secretary an application for membership in the terms or to the effect following, that is to say:-

"The Secretary, .

The Newspaper Publishers Association Limited (the "Association")

We, , being a Proprietor (as defined in article 1 of the Articles of Association of the Association) of [insert title or titles of Newspaper(s)], [desire to be admitted to membership in respect of the said Newspaper(s)]/[desire to admit [] to membership in respect of the said Newspaper(s)]. We request you to enter our name in the register of members of the Association. We agree to be bound by the Memorandum and Articles of Association of the Association.

Dated this day of

For [insert name of Proprietor] "

Director

5. Conditions of entry

The Association may from time to time fix any conditions of entry to membership, including any sum to be paid to the Association by way of entrance fee on admission to

membership. Where a corporation is registered as a member of the Association in respect of an additional Newspaper it shall also comply with any such conditions and shall pay any such entrance fee in respect of that Newspaper. Every member shall pay any entrance fee before or immediately after its admission.

6. Annual subscription

Each member shall pay to the Association a subscription in respect of each financial year of the Association during which it is a member and in respect of each Newspaper for which it is a member, being a subscription of such amount, and payable at such time, as the Council may from time to time determine. Each member shall also pay such additional levies as the Council may consider necessary or desirable to request of members from time to time.

7. Time and method of payment

The Association shall from time to time determine the time and method of payment (including provision for payment in instalments) of the annual subscription and any additional levies payable under article 6. When the Association shall have fixed the time and manner of payment, notice in writing thereof shall be given to the members calling on them to pay the amount and every member shall forthwith make payment to the Association accordingly. Where a new member is admitted or an existing member acquires an additional Newspaper in respect of which it becomes registered as a member during the course of a calendar year it shall forthwith pay such proportion of the current year's subscription, together with such proportion of any additional levies, as the Association may determine.

8. Default

If any member fails to pay any moneys due from it on the day appointed for paying the same, the Association may, at any time thereafter while any part of such moneys remain unpaid, serve a notice on such member requiring it to pay the same and all expenses which may have been incurred by the Association by reason of such non-payment, and such notice shall state the day, not being less than fourteen days from the date of the notice, and the place or places on and at which such moneys are to be paid, and shall state that in the event of non-payment at or before the time and place appointed the member shall be liable to have its membership terminated.

9. Forfeiture of membership

If a member shall fail to comply with the provisions of such notice as is referred to in article 8 the Association may at any time thereafter before payment of the whole of such moneys declare that the membership of the defaulting member shall be terminated. The Association may at any time annul such termination upon such conditions as it thinks fit. A person whose membership has been terminated as aforesaid shall, notwithstanding, be liable to pay, and shall forthwith pay, to the Association all moneys owing at the time of the termination together with interest thereon (at a rate to be determined by the Association)

from the time of termination until payment and the Association may enforce the payment thereof as it thinks fit.

10. Vacation of membership

(1) A member shall vacate its membership:-

- (i) if it resigns its membership by the giving of not less than six months' notice in writing to the Association (such period of notice to expire at the end of a financial year of the Association) or such shorter period of notice (whether or not expiring at the end of a financial year of the Association) as may be determined by the Council; or
- (ii) immediately it disposes of all or substantially all of its interest in the Newspaper or Newspapers in respect of which it is a member such that it is no longer a Proprietor of any Newspaper in respect of which it is a member; or
- (iii) immediately it shall go into liquidation or have a receiver or a manager or a receiver and manager appointed of its undertaking and assets or any part thereof.

(2) Any member of the Association (an "Acquired Member") which becomes a wholly-owned subsidiary or a subsidiary undertaking of any other member of the Association (the "Continuing Member"), or of any holding company or parent undertaking of the Continuing Member, shall immediately vacate its membership and thereupon the Continuing Member shall be registered for the purposes of the Association in respect of the Newspaper or Newspapers for which the Acquired Member was so registered.

11. Successor to retiring member

Where a member vacates its membership under article 10(ii) its successor in the ownership of the Newspaper or Newspapers of which it was the Proprietor may apply for admission to membership in its place. If such successor shall be admitted it shall be exempt from any entrance fee and from the current year's subscription and any additional levies if and to the extent that the same shall have been paid by its predecessor.

12. Power to enforce resignation

The Association may at any time by resolution passed by all the members (except the member in respect of which withdrawal is proposed) request any member of the Association to withdraw from the Association, and on service upon such member of written notice of the passing of such resolution it shall cease to be a member of the Association.

13. Vacating member

A person whose membership is vacated under article 9, 10 or 12 shall (i) remain liable to pay to the Association all sums of money due from it at the time it vacates its membership, and shall forthwith pay the same to the Association accordingly and (ii) immediately discontinue the use of any device of the Association printed or impressed on any notepaper, advertisement or any other document or containing any indication of membership of the Association and shall forthwith return to the Secretary any property of the Association then in its possession.

14. Members' representatives

(1) Every member of the Association shall be entitled (irrespective of the number of Newspapers for which it is registered as a member) to appoint one individual as its representative to attend all meetings of the Association. Such representative may take part in and speak and vote at such meetings as if he were a member of the Association. Every member of the Association shall also be entitled to appoint one individual as an alternate delegate of such representative, who shall be entitled to attend all meetings of the Association in the absence of the said representative and to take part in and speak and vote at such meetings as if he were a member of the Association.

(2) Every member of the Association shall be entitled to remove its representative or the individual appointed as an alternate delegate of such representative and substitute another representative or individual as an alternate delegate for such representative.

(3) Appointments of representatives and alternate delegates shall be in the terms or to the effect following:-

"The Secretary,

The Newspaper Publishers Association Limited.

We, _____, of _____, hereby appoint _____ of _____
as our representative or, failing him, _____
as our delegate.

Dated the _____ day of _____.

For [insert name of member] _____ "

Director

(4) Removals of representatives and alternate delegates shall be in the terms or to the effect following:-

"The Secretary,

The Newspaper Publishers Association Limited.

We, _____, of _____, hereby
 remove _____ of _____ as [our representative] [the delegate of
 our representative] and in his place appoint _____ of _____.

Dated the _____ day of _____.

For [insert name of member]"

Director

(5) Instruments appointing or removing representatives and delegates must be deposited at the registered office for the time being of the Association and shall not become operative or take effect until so deposited. Every representative and delegate so appointed shall be entitled to continue to act as such notwithstanding the revocation of any appointment until notice in writing of such revocation shall have been deposited at the registered office for the time being of the Association. Instruments appointing representatives and delegates shall be deemed to confer authority to demand or join in demanding a poll.

(6) Appointments or, as the case may be, removal by members of representatives and alternate delegates shall be signed on behalf of the member by the chairman of the directors of such member or by such other officer as may have been duly authorised by the member to sign the same.

15. Annual and Extraordinary General Meetings

(1) General meetings shall be held at such intervals as the Association may from time to time determine or as may be deemed necessary or expedient by the Chairman, Vice-Chairman or Secretary.

(2) Every year there shall be held at such time as may be prescribed by the Council an Annual General Meeting at which the accounts of the Association shall be laid before the members. This meeting shall, for the purposes of the Acts be and be deemed to be the Annual General Meeting of the Association. Not more than fifteen months shall elapse between two consecutive Annual General Meetings. All general meetings other than the Annual General Meeting are referred to in these articles as Extraordinary General Meetings.

(3) The Chairman, Vice-Chairman or Secretary of the Association may, whenever they think fit, convene an Extraordinary General Meeting and they shall forthwith proceed to convene an Extraordinary General Meeting if requisitioned by members representing not less than one-tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings, in accordance with the provisions of the Acts.

16. How requisitionists convene

Any meeting convened under article 15(3) by way of a requisition shall be convened in the same manner as nearly as possible as that in which meetings are convened by the Chairman, Vice-Chairman or Secretary, that is to say, in accordance with article 17.

17. Notice of Meetings

(1) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice in writing but a general meeting may be called by shorter notice in writing if it is so agreed:-

- (a) in the case of an 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 in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent. of the total voting rights at the meeting of all the members.

(2) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

(3) The notice shall be given to all the members and officers and to the Auditors.

18. Omission to give notice

The accidental omission to give notice of a meeting to any member, officer or Auditor or the accidental failure of such notice to reach any member, officer or Auditor shall not invalidate any resolution passed or business done at that meeting.

19. Business of Annual General Meeting

The business of an Annual General Meeting of the Association shall be to receive and consider the report of the Chairman of the Association; to approve and adopt the accounts with the Auditors' report thereon; to elect a Chairman and Vice-Chairman of the Association; to appoint Auditors and to transact any other business which under these articles may suitably be transacted at an Annual General Meeting.

20. Quorum

Five members present through their representatives or delegates shall be a quorum for the Annual General Meeting or an Extraordinary General Meeting, and no business shall

be transacted at any meeting unless the requisite quorum be present at the commencement and for the duration of the business. If a Proprietor has been admitted as a member in respect of more than one Newspaper it shall, for the purposes of this article only, be counted as one member.

21. Chairman of meetings

The Chairman of the Association shall preside at every meeting of the Association or, 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 such meeting, or shall not be willing to preside, the Vice-Chairman of the Association shall preside, or if there be no such Chairman or Vice-Chairman, or if neither of them shall be present within such period of fifteen minutes as aforesaid, or willing to preside, the members present shall choose one of their number to be chairman of the meeting.

22. Adjournment

If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as may be determined by the chairman of the meeting. The chairman of the meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

23. Officers' attendance at meetings

Any officer shall be entitled to attend and speak at any general meeting. The Auditors shall be entitled to attend any general meeting and to be heard at any general meeting which they attend on any business of the meeting which concerns them as auditors.

24. How questions to be decided at meetings

Every question submitted to a meeting shall be decided in the first instance by a show of hands and, in the case of an equality of votes, the chairman of the meeting shall not have a casting vote.

25. Votes of members

Every member represented shall have one vote for each Newspaper in respect of which it is registered as a member, whether such voting be by way of show of hands or poll.

A member may vote in different or opposing ways where, by virtue of being a Proprietor of more than one Newspaper, it is entitled to more than one vote.

26. Evidence of passing of resolutions where poll not demanded

At any meeting, unless a poll of all the members of the Association is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority, or not carried or lost by a particular majority, and an entry to that effect in the minute book of the Association 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.

27. Poll

At any meeting the chairman of the meeting or any member may demand a poll of all the members of the Association. If so demanded it shall be taken in such manner and at such time and place as the chairman of the meeting directs and after any interval or adjournment as having regard to all the circumstances that is, in the opinion of the chairman of the meeting, necessary or desirable. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. Business may proceed notwithstanding demand of poll

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.

29. Written resolutions

Subject to but by way of supplement to the provisions of the Acts, a resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which it was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

30. Minutes

Proper minutes of all proceedings at general meetings and meetings of the Council shall be kept by the Secretary, and all resolutions passed at such meetings shall be entered in a minute book kept for the purpose. Forthwith after every such meeting the Secretary shall prepare minutes of the meeting and, within thirty days after the meeting, he shall send copies of such minutes to all the members of the Association and to those persons, entitled to attend and vote at the meeting, who actually attended the meeting in question.

31. Chairman and Vice-Chairman

No person (not being a retiring Chairman or Vice-Chairman of the Association) shall be eligible for election as Chairman or Vice-Chairman of the Association unless he or a member intending to propose him has, at least seven clear days before the general meeting at which the election is to be made, left at the registered office of the Association (i) a notice in writing under his hand signifying his candidature for office or (ii) a notice in writing signifying the intention of such member to propose him, together with a notice signifying his consent to stand for election. No person shall be eligible for election as Chairman or Vice-Chairman of the Association nor shall any person hold office as Chairman or Vice-Chairman of the Association unless he is a member of the Council.

32. Casual vacancy in office of Chairman or Vice-Chairman

If any casual vacancy shall occur in the office of Chairman or Vice-Chairman of the Association it may be filled by the Association in general meeting but any person appointed to fill a casual vacancy shall hold office only until the next succeeding Annual General Meeting of the Association, when he shall be eligible for re-election.

33. Eligibility of Chairman and Vice-Chairman for re-election

The Chairman and Vice-Chairman of the Association elected at the Annual General Meeting shall be entitled to hold office until the conclusion of the Annual General Meeting of the Association in the next succeeding year save that, in respect of the Chairman and Vice-Chairman most recently appointed before the adoption of these articles, such Chairman and Vice-Chairman, who were appointed to office as from 1st January, 1998, shall be entitled to hold office until the conclusion of the first Annual General Meeting of the Association after that date.

A Chairman or Vice-Chairman vacating his office at an Annual General Meeting of the Association shall be eligible for immediate re-election either as Chairman or Vice-Chairman provided he is a member of the Council.

34. Number of directors

Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

35. Votes of directors

Each director present at a meeting of directors shall be entitled to exercise one vote in respect of each question arising for consideration at that meeting and any question arising for consideration at a meeting of directors shall be decided by a majority of votes.

36. Appointment of directors

- (1) Each member shall be entitled to appoint one director.
- (2) In addition, if not previously appointed as director, the Chairman and Vice-Chairman for the time being shall be automatically appointed as directors of the Association.
- (3) The Association may appoint such additional number of directors from time to time by ordinary resolution as it considers appropriate.
- (4) At the date of the adoption of these articles, the directors are Sir Frank Rogers and Stephen Oram.

37. Disqualification and removal of directors

The office of a director shall be vacated if

- (1) he ceases to be a director by virtue of any provision of the Acts or he becomes prohibited by law from being a director; or
- (2) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (3) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health Act (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (4) he resigns his office by notice to the Association; or
- (5) in the case of the Chairman or Vice-Chairman, if they cease to hold either office.

38. Alternate Directors

- (1) Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate director.
- (3) An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
- (4) Any appointment or removal of an alternate director shall be by notice to the Association signed by the director making or revoking the appointment or in any other manner approved by the directors.
- (5) Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

39. Management and delegation

The affairs of the Association shall be managed by the Association in general meeting. The Association may delegate by special resolution any of its powers (including its power further to delegate) to the Council. The Council shall consist of one representative or one alternate delegate of each member of the Association. The Council so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Association.

40. Procedure of Council

Subject to any regulations made by the Association under article 39, the Council may meet together for the performance of the duties delegated to it, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the number necessary to constitute a quorum.

41. Validity of acts of Council

All acts done by any meeting of the Council or by any person acting as a member of the Council shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such 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 member of the Council.

42. Accounts to be kept

The Association shall cause true accounts to be kept of the sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place and of the assets, credits and liabilities of the Association. The books of account shall be kept at the registered office for the time being of the Association or at such other place or places as the Association shall determine.

43. Inspection by members

The Association shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of the members, and no member shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by a resolution of the Association in general meeting.

44. Common Seal

The common seal of the Association shall not be affixed to any instrument except by the authority of a resolution of a general meeting and in the presence of the Chairman or Vice-Chairman and of the Secretary, or such other person as a general meeting may appoint for the purpose; and such persons as aforesaid shall sign every instrument to which the common seal of the Association is so affixed in their presence.

45. Notices

(1) A notice may be served by the Association upon any member in the manner provided for in these articles and where not provided for the same may be served either personally or by sending it through the post in a prepaid envelope addressed to such member at its registered place of address, or such address as it may have specified for the receipt of notices or by fax or telex to a number provided by the member for this purpose. A member whose registered place of address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to it shall be entitled to have notices given to it at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

(2) Any notice or other document, if served by post, shall be deemed to have been served at the expiration of 48 hours after the envelope containing it was posted, and in proving such service or delivery it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post in a prepaid envelope. Any notice or other document not sent by post but left at a registered address or sent by fax or telex or other instantaneous means of transmission shall be deemed to have been served or delivered on the day it was so left or sent.

(3) The signature to any notice to be given by the Association may be written or printed.

46. Indemnity

Subject to the provisions of the Acts, but without prejudice to any indemnity to which the person concerned may otherwise be entitled every officer or employee of the Association shall be indemnified by the Association against, and it shall be the duty of the Association out of the funds of the Association to pay, all reasonable and proper costs, losses and expenses which any such officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or employee or in any way in the discharge of his duties or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Acts in which relief from liability is granted to him by the court and, subject as aforesaid, the Association may purchase and maintain for every such officer or employee insurance against any liability which by virtue of any law would attach to him in respect of any negligence, default, breach of duty or breach of trust he may be guilty of in relation to the Association.