

THE COMPANIES ACTS, 1862 to 1900."



A  
Companies'  
Fee Stamp  
of 5s.  
should be  
impressed  
here.  
(And see  
inside.)

Declaration of Compliance

WITH THE

REQUISITIONS OF THE COMPANIES ACTS

in pursuance of Section 1, Sub-section 2, of The Companies Act, 1900

& 64 Vict. Ch. 48), on behalf of a Company proposed to be Registered as

*The Newspaper Proprietors Association*

**LIMITED.**

(See Page 2 of this Form.)

1205-3.06.

AMS: "CERTIFICATE, LONDON."

TELEPHONE. NUMBER 248 HOLBORN.

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, Publishers, and Stationers,

**116 & 120 CHANCERY LANE, LONDON, W.C.**

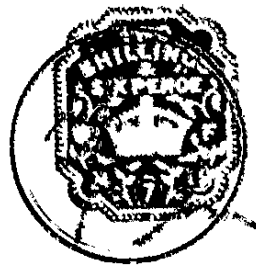
and for filing by

*Lewis & Lewis*

*City Place, Holborn E.C.*



Reginald Ward Pole  
12 City Place Holborn in  
the County of London Esquire



\*Here insert—  
A SHORT  
of the High  
Court en-  
gaged in the  
formation of  
or a Director  
of the Secre-  
tary named in  
the articles of  
Association.

Do solemnly and sincerely Declare that I am\* a solicitor of  
the High Court engaged in the formation  
of a company proposed to be registered as  
The Newspaper Proprietors Association

— LIMITED.

and that all the requisitions of the Companies Acts in respect of matters  
precedent to the registration of the said Company and incidental thereto  
have been complied with. And I make this solemn Declaration conscientiously  
believing the same to be true, and by virtue of the provisions of

The Statutory Declarations Act, 1835.

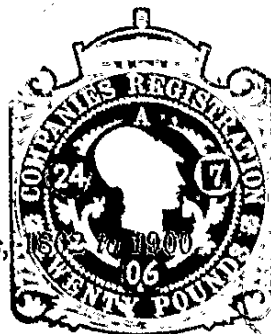
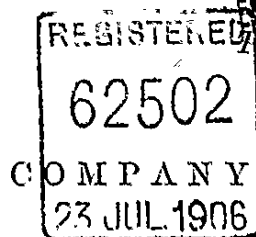
Declared at No 28 City Place  
Holborn in the County  
of London

the 23<sup>rd</sup> day of July  
One thousand nine hundred and six.

before me.

Ernest W. Bennett

Reginald Ward Pole



COMPANY LIMITED BY GUARANTEE,  
*but not having a capital divided into shares -*

## Memorandum of Association

OF

### THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED.

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1. The name of the Association is "THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
  - (1) To facilitate the interchange by newspaper owners of their views in regard to matters of common interest and to afford to newspaper owners the means of association, and to watch over, protect, preserve and promote the rights and interests of newspaper owners, and to give the legislative, municipal and public bodies and others facilities for conferring with and ascertaining the views and wishes of newspaper owners as regards matters directly or indirectly affecting their rights and interests.
  - (2) To originate and promote improvements in the law, and to support or oppose alterations therein, and to effect improvements in administration, and for the purposes aforesaid to petition Parliament and any other authority, and to take such other steps and proceedings as may be deemed expedient.
  - (3) To collect and diffuse amongst the members of the Company statistics and other information on all matters affecting newspaper owners.

- (4) To undertake or assist financially or otherwise in promoting or opposing litigation in any cases affecting the interest of newspaper owners so far as may legally be done without infringing the rules of law against maintenance and champerty.
- (5) To undertake and execute any trust or agency business which may seem directly or indirectly conducive to any of the objects of the Company or of advantage to any of its members.
- (6) To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend monetary assistance to or otherwise assist any associations, and institutions incorporated or not incorporated which may seem calculated directly or indirectly to promote the interest of newspaper owners.
- (7) To establish, undertake, superintend, administer and contribute to any charitable or benevolent institution or fund constituted for objects which may seem to the Company directly or indirectly conducive to the interests of newspaper owners.
- (8) To grant donations in such cases and for such purposes as the Company may think directly or indirectly conducive to any of its objects.
- (9) To purchase, take, lease, exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which may seem necessary or convenient for the purposes of the Company, and to construct, alter and maintain any buildings required for such purpose.
- (10) To borrow or raise money for any of the purposes of the Company on such terms as may be deemed expedient, and to create and issue debentures, debenture stock or other securities.
- (11) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company.
- (12) To do all such other things as may seem to the Company to be incidental or conducive to the attainment of the above objects or any of them.

4. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before

the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

3

And, the several persons whose names and addresses are subscribed,  
are desirous of being formed into a Company in pursuance of this  
Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

H. L. W. Lawson  
Part-Proprietor - Daily Telegraph  
135 Fleet Street - E.C.

John P. Dwyer 18 Serres Court Strand - W.C.  
Manager of Daily Mail and Director of  
Associated Newspapers Ltd.

W. H. Marks 6 Cavendish Square  
Editor of the Financial News - W.C.

Ernest Burke Managing Editor  
The Times & The Sun - E.C.

C. Arthur Pearson  
Managing Director Standard Newspapers  
and The Express Ltd. The Langley  
Works, Uxbridge  
Managing Director News of the  
World Limited 30 Bowdoin Street  
Fleet Street E.C.

G. H. Sturges Managing Director  
The Graphic & Daily Graphic  
25 Abchurch Lane E.C.

Neil Turner  
General Manager  
Daily Chronicle & London News  
12 Salisbury Square

Dated the 23<sup>rd</sup> day of July 1906

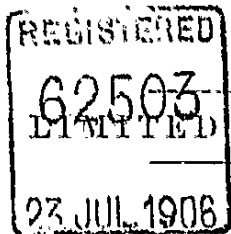
Witness to the above Signatures---

C. Hooper Solicitor,  
12, Ely Place,  
Holborn E.C.

10/19-89641



COMPANY LIMITED BY GUARANTEE



## Articles of Association

OF

### THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED.

1. In these presents unless there be something in the subject or Interpretation context inconsistent therewith—

“The Association” means the above-named Association.

“The Council” means the members for the time being of the Council hereinafter mentioned.

“Month” means calendar month.

“In writing” and “written” include printing, lithography typewriting and any other modes of representing or reproducing words in visible form.

“Newspaper” means a newspaper within paragraphs (1) and (2) of clause 4 hereof.

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 and partnership firms.

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

Number of members unlimited

Ordinary and  
representative  
members

3. There shall be two classes of members of the Association, that is to say--(1) Ordinary members, and (2) representative members, and the last mentioned class shall be confined to persons who represent firms or companies owning newspapers.

Eligibility of  
proprietors of  
specified  
newspapers

4. The following shall be eligible for membership of the Association, that is to say—

- (1) The proprietors, or their representatives, of "The Daily Chronicle," "The Daily Express," "The Daily Graphic," "The Daily Mail," "The Daily Mirror," "The Daily News," "The Daily Telegraph," "The Evening News," "The Evening Standard," "The Financial News," "The Financial Times," "Lloyd's Newspaper," "The Morning Advertiser," "The Morning Leader," "The Morning Post," "The News of the World," "The Pall Mall Gazette," "Sporting Life," "The Standard," "The Star," "The Tribune," "The Weekly Dispatch," "The Westminster Gazette," and
- (2) The proprietors, or their representatives, of such other newspapers as the Council shall from time to time approve.

Application for  
admission

5. Every person who desires to be admitted as an ordinary member must sign and send in to the Association an application for membership in the terms following, that is to say—

"To THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED.

"I , of ,  
"proprietor of the news-  
"paper, desire to be admitted to membership, and I  
"request you to enter my name in your register of  
"members accordingly, subject to your Memorandum and  
"Articles of Association.

"Dated this day of ."

And any person who desires to be admitted to membership as a representative member must sign and send in to the Association an application for membership in the terms, or to the effect, following, that is to say—

"To THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED.

"I , of ,  
"desire to be admitted to membership as the repre-  
"sentative of [the firm or  
"company] owning the newspaper and in  
"respect of that newspaper, and I request you to enter  
"my name in your register of members accordingly,  
"subject to your Memorandum and Articles of  
"Association.

"Dated this day of ."

And such application must be accompanied where the applicant is to represent a firm by a letter from the firm stating that he is nominated to represent such firm in respect of the newspaper named in the application, and where the applicant is to represent a company by a certified copy of a resolution passed at a meeting of the directors of such company nominating such applicant to represent such company in respect of the newspaper named in the application. A firm or company owning several newspapers may nominate one representative in respect of each such newspaper or one in respect of several of them.

6. It shall rest with the Council, subject as hereinafter provided, <sup>Council to admit</sup> to determine whether an applicant shall or shall not be admitted to membership.

7. Up to the 1st October, 1906, the entrance fee shall in the case <sup>Entrance fee</sup> of an ordinary member owning one newspaper and no more be £100 if it be a daily newspaper, and £50 if it be a weekly newspaper, and in the case of a representative member shall where the firm or company he represents owns one newspaper and no more be £100 if it be a daily newspaper, and £50 if it be a weekly newspaper. Save as aforesaid it shall rest with the Council from time to time to fix what sum shall be paid to the Association by way of entrance fee on admission of any person to membership, including the subscribers to the Association's Memorandum of Association. Where a member of the Association, or, in the case of a representative member, the firm or company he represents acquires an additional newspaper he shall pay in respect of such newspaper a supplemental fee of such amount as the Council shall determine. Every member shall pay his entrance fee before or immediately after admission.

8. Every member of the Association shall if he or the firm or company he represents owns only one newspaper pay to the Association <sup>Annual subscriptions</sup> an annual subscription calculated at the rate of one penny in the pound on the amount of the wages paid during the year preceding such payment by such member, or if he be a representative member by the firm or company he represents, to compositors, machine minders, packers, printers' labourers and stereotypers and other persons employed in the mechanical department (hereinafter called "specified persons") in the production of the newspaper which he owns or represents, or where the newspaper is produced otherwise than on the premises of the proprietor, then an annual subscription in respect thereof of such amount as the Council shall from time to time fix. But a member of the Association shall if he or the firm or company he represents owns more than one newspaper pay to the Association an annual subscription of such amount as the Council shall fix, and if after the subscription for any year becomes due

a member or the firm or company he represents acquires an additional newspaper he shall pay in respect of such newspaper a supplemental subscription for the year of such amount as the Council shall determine.

Time for payment  
of subscriptions

9. The annual subscription shall be paid each year on the 1st day of July or on such other day as the Council shall from time to time determine, and when the Council shall have fixed such day 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, and shall furnish to the Council full particulars as to the wages paid to the "specified persons" employed by him or his firm or company during the preceding twelve months. Where a member is admitted after the month of August he shall forthwith pay up such proportion of the current year's subscription as the Council may determine

Default

10. If any member fails to pay any subscription or other moneys due from him on the day appointed for paying the same, the Council may at any time thereafter during such time as such moneys remain unpaid serve a notice on such member requiring him 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 his membership determined.

Forfeiture

11. If the requisitions of such notice as aforesaid are not complied with, the Council may at any time thereafter before payment of such moneys by resolution declare that the membership of the defaulting member shall be determined, and such resolution shall be effective, but the Council may at any time annul such determination upon such conditions as they think fit. A person whose membership has been determined as aforesaid shall, notwithstanding, be liable to pay and shall forthwith pay to the Association all subscriptions and other moneys owing at the time of the determination, together with interest thereon from the time of determination until payment, and the Council may enforce the payment thereof as they think fit.

Cesser of  
membership

12. A member shall vacate his membership if he dies, or if by notice in writing to the Association he resigns his membership, or if being an ordinary member he disposes of the newspaper owned by him, or if having been admitted to membership as a representative member the firm or company he represents ceases to own the newspaper or newspapers in respect of which he was appointed to represent such

firm or company or serves the Association with notice that he has ceased to represent such firm or company in respect of such newspaper or newspapers.

13. Where an ordinary member vacates his membership under the last preceding clause his successor in the ownership of the paper of which he was the proprietor may apply for admission to membership in his place, and where a representative member vacates his membership under the concluding words of the last preceding clause the firm or company he represents may (if still owning the newspaper or newspapers) nominate some other person for admission to membership as the representative of such firm or company in respect of such newspaper or newspapers, and in case such successor or nominee shall be admitted he shall be exempt from entrance fee and from the current year's subscription if the same shall have been paid by his predecessor.

Successor to retiring member

14. The Council may at any time by resolution passed by a three-fourths majority request any member of the Association to withdraw from the Association, and on service upon such member of notice of the passing of such resolution he shall cease to be a member of the Association. But such ex-member may within seven days thereafter by notice in writing to the Association declare that he appeals from the Council to the Association in General Meeting and the Council shall thereupon convene a General Meeting to consider the appeal, and if at such General Meeting a resolution allowing the appeal shall be passed by a majority consisting of three-fourths of the members present in person or by proxy the ex-member shall be reinstated. A person who vacates his membership under this or the last preceding clauses shall remain liable to pay to the Association all sums of money due from him at the time he vacates his membership, and he shall forthwith pay the same to the Association accordingly.

Power to enforce withdrawal

Liability of vacating member

### GENERAL MEETINGS.

15. The first Ordinary General Meeting of the Association shall be held within a period of six months from the date of incorporation of the Association, and at such time and place as the Council may determine.

First Ordinary Meeting

16. Subsequent General Meetings shall be held once in the year 1907 and once in every subsequent year at such time and place as may be prescribed by the Association in General Meeting, or if no time or place is so prescribed at such time and place as may be determined by the Council, and so that until otherwise determined by the Association in General Meeting the said meeting shall be held in the month of July. The above-mentioned General Meetings shall be called "Ordinary Meetings" and all other meetings of the Association shall be called "Extraordinary Meetings."

When subsequent Ordinary General Meetings to be held

Distinction between Ordinary and Extraordinary Meetings

When Extra-ordinary Meeting to be called

17. The Council may whenever they think fit convene an Extraordinary Meeting, and the Council shall, on the request of not less than one-tenth of the members of the Association, forthwith proceed to convene an Extraordinary Meeting, and the following provisions shall have effect---

- (1) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Association, and may consist of several documents in like form, each signed by one or more requisitionists.
- (2) If the Council do not proceed to cause a meeting to be held within seven days from the date of the requisition being so deposited, the requisitionists or a majority of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.
- (3) If at any such meeting a resolution requiring confirmation at another meeting is passed, the Council shall forthwith convene a further Extraordinary Meeting for the purpose of considering the resolution, and if thought fit of confirming it as a special resolution, and if the Council do not convene the meeting within three days from the date of the passing of the first resolution the requisitionists or a majority of them may themselves convene the meeting.

How requisitionists to convene

18.. Any meeting convened under the last preceding clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Council.

Notice of meeting

19. Three clear days' notice to the members, specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given by notice sent by post or otherwise served as hereinafter provided. But, where the Council think it expedient a General Meeting may be convened on a shorter notice than three days, provided that the notice is marked urgent.

Two meetings by one notice

20. Whenever it is intended to pass a special resolution, the two meetings may be convened by one and the same notice, and it shall be no objection that the notice only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

As to omission to give notice

21. The accidental omission to give any such notice to any of the members shall not invalidate any resolution passed at any such meeting.

## PROCEEDINGS AT GENERAL MEETINGS.

22. The business of an Ordinary Meeting, other than the first one, shall be to receive and consider the reports of the Council and of the Auditors, to elect members of the Council and other officers in the place of those retiring by rotation, and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

Business of  
Ordinary Meeting

Special business

23. Seven members personally present shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

Quorum

24. Every General Meeting shall have power to choose its own Chairman.

Chairman of  
General Meeting

25. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid shall be dissolved, but 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 any two members who are personally present shall be a quorum and may transact the business for which the meeting was called.

When if quorum  
not present meeting  
to be dissolved and  
when to be  
adjourned

26. 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 shall both on the show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a member.

How questions to  
be decided at  
meetings

Casting vote

27. At any General Meeting, unless a poll is demanded, in the case of a special or extraordinary resolution, by at least five members, and in any other case by the Chairman, or by at least three members, a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost, or not carried by a particular majority and an entry to that effect in the book of proceedings 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.

What is to be  
evidence of the  
passing of a  
resolution where  
poll not demanded

28. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Poll

Power to adjourn  
General Meeting

29. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Business may  
proceed notwith-  
standing demand  
of poll

30. 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.

In what cases poll  
taken without  
adjournment

31. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting without adjournment.

### VOTES OF MEMBERS.

Votes of members

32. On a show of hands every member present in person shall have one vote, and at a poll every member present in person or by proxy shall have one vote for every newspaper owned by him or in respect of which he represents a firm or company.

Proxies permitted

33. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney. A proxy may but need not be a member.

Proxies to be  
deposited at  
offices

34. The instrument appointing a proxy must be delivered to the Chairman of the meeting at which it is to be used unless it has been deposited at the office not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote.

When vote by  
proxy valid though  
authority revoked

35. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal or revocation of the proxy, unless an intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.

Form of proxy

36. Every instrument of proxy, whether for a specified meeting or otherwise, shall as nearly as circumstances will admit be in the form or to the effect following—

" THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED.

" I

" of

" in the county of

" member of THE NEWSPAPER PROPRIETORS ASSOCIATION,

" LIMITED, hereby appoint

"

of

, or failing

" As witness my hand this                      day of                      ."

## THE COUNCIL.

Number of members  
of the Council

### First members of the Council

Power for members of the Council to appoint additional members of the Council

### Qualification of members of the Council

**Council may act notwithstanding vacancy**

When office of member of the Council to be vacated

- (A) If he without the sanction of any General Meeting accepts or holds any other office under the Association.
- (B) If he become bankrupt or suspends payment, or compounds with his creditors.
- (C) If he be found lunatic or becomes of unsound mind.
- (D) If he cease to be a member of the Association.
- (E) If by notice in writing to the Association he resigns his office.

ROTATION OF COUNCIL.

(d) Rotation of retirement of members of the Council

the Council, or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office.

Which members  
of the Council  
to retire

44. The one-third or other nearest number to retire at the Ordinary Meeting to be held in the year 1907 shall, unless the Council agree among themselves, be determined by lot, but in every subsequent year the one-third or other nearest number who have been longest in office shall retire. As between two or more who have been in office an equal length of time the member or members of the Council to retire shall in default of agreement between them be determined by lot. The length of time a member of the Council has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring member of the Council shall be eligible for re-election.

Meeting to fill up  
vacancies

45. The Association at any General Meeting at which any members of the Council retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons to be members of the Council and without notice in that behalf may fill up any other vacancies.

Retiring members  
of the Council to  
remain in office  
till successors  
appointed

46. If at any General Meeting at which an election of members of the Council ought to take place the place of any retiring member of the Council is not filled up, he shall continue in office until the Ordinary Meeting in the next year and so on from year to year until his place is filled up unless it shall be determined at such meeting to reduce the number of members of the Council.

Power for  
General Meeting  
to increase or  
reduce number of  
members of the  
Council

47. The Association in General Meeting may from time to time increase or reduce the number of members of the Council, and may alter their qualification, and may also determine in what rotation such increased or reduced number is to go out of office.

Power to remove  
member of the  
Council

48. The Association may by extraordinary resolution remove any member of the Council before the expiration of his period of office, and may by ordinary resolution appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the member of the Council in whose place he is appointed would have held the same if he had not been removed.

When candidate for  
office of member of  
the Council must  
give notice

49. No person not being a retiring member of the Council shall, unless recommended by the Council for election, be eligible for election to the office of member of the Council at any General Meeting, unless he or some other member intending to propose him has at least seven clear days before the meeting left at the registered office of the Association a notice in writing under his hand signifying his candidature for the office or the intention of such member to propose him.

## PROCEEDINGS OF COUNCIL.

50. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, five members of the Council shall form a quorum.

Meetings of Council  
Quorum, &c.

51. A member of the Council may at any time and the Secretary, upon the request of a member of the Council, shall convene a meeting of the Council.

52. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

Decision of questions

53. The Council may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman is not present at the time appointed for holding the same, the members of the Council present shall choose some one of their number to be Chairman of such meeting.

Chairman

54. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under regulations of the Association for the time being vested in or exercisable by the Council generally.

Power of meeting.

55. The Council may delegate any of their powers to committees consisting of such person or persons, whether a member or members of their body or not, as they think fit, and may at any time dissolve or reconstitute any such committee or remove any member or appoint any additional person to be a member. Any committee 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 Council.

Power to appoint committees and to delegate

56. The meetings and proceedings of any such committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto and are not superseded by any regulations made by the Council under the last preceding clause.

Proceedings of committees

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

When acts of Council or committee valid, notwithstanding defective appointment, &c.

the appointment of such members or persons 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 or such committee as the case may require.

Resolution without  
Meeting of Council

58. A resolution in writing signed by all the members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.

### POWERS OF COUNCIL.

General powers of  
Association vested  
in Council

59. The management of the business of the Association shall be vested in the Council, and the Council in addition to the powers and authorities by these presents expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Association, and are not hereby or by statute directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of the statutes and of these presents and to any regulations from time to time made by the Association in General Meeting, provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

Specific powers  
given to Council

60. Without prejudice to the general powers conferred by the last preceding clause and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say, power—

To pay preliminary  
expenses

(1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Association.

To acquire  
property

(2) To purchase or otherwise acquire for the Association any property, rights and privileges which the Association is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they think fit, and in particular to take offices for the Association.

To appoint officers,  
&c.

(3) To appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their duties and powers and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.

To appoint trustees

(4) To appoint any person or persons (whether incorporated or not incorporated) to accept and hold in trust for the

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Association any property belonging to the Association, or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustees.

- (5) To institute conduct defend compound or abandon any legal proceedings by and against the Association or its officers or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association. To bring and defend actions, &c.
- (6) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association. To give receipts
- (7) To execute in the name and on behalf of the Association in favour of any member of the Association or other person who may incur or be about to incur any personal liability for the benefit of the Association such mortgages of the Association's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on. To give security by way of indemnity

### ACCOUNTS.

61. The Council 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 takes place and of the assets, credits and liabilities of the Association. The books of account shall be kept at the registered office of the Association or at such other place or places as the Council thinks fit. Accounts to be kept

62. The Council 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 the Council or by a resolution of the Association in General Meeting. Inspection by members

### AUDIT.

63. Once at least in every year the accounts of the Association shall be examined by one or more Auditor or Auditors. Accounts to be audited annually

64. The Association at each Ordinary Meeting shall appoint an Auditor or Auditors to hold office until the next Ordinary Meeting and Auditors

the provisions of the Companies Act, 1900, as to audit, shall apply as nearly as may be.

When accounts to be deemed finally settled

65. Every account of the Council when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

#### NOTICES.

How notices to be served on members

66. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered place of address.

Notice where no address

67. As regards those members who have no registered place of address a notice posted up in the registered office of the Association shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

When notice may be given by advertisement

68. Any notice required to be given by the Association to the members or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in two London daily newspapers.

When notice by post deemed to be served

69. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office.

Signatures for Association

70. The signature to any notice to be given by the Association may be written or printed.

#### INDEMNITY AND RESPONSIBILITY.

Indemnity

71. Every member of the Council, manager, secretary and other officer or servant of the Association shall be indemnified by the Association against and it shall be the duty of the Council out of the funds of the Association to pay all costs, losses, and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties including travelling expenses.

Individual responsibility of members of Council

72. No member of the Council or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any

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other member of the Council or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Chas. W. Cannon  
 Post-Inspector - Daily Telegraph  
 135 Fleet Street E.C.

John D. Lingard 18 Duncannon Canal Strand W.C.  
 Manager of Daily Mail and Director of  
 Associated Newspapers Ltd.

W. H. Mearns - 6 Cavendish Square W.  
 Editor of the Financial News -  
 Financial News Managing Editor  
 The Times & Telegraph & Standard &c

C. Arthur Pearson  
 Managing Director - "Punch" & News of the Day  
 and "The Spectator" & "The Standard"

Mr. A. Nield  
 Managing Director - News of the Day  
 30 Bowdoin Street  
 Fleet Street E.C.

G. Stoddard Genl. Manager Director  
 of Graphic & Daily Graphic  
 Dallas Street

Neil Turner  
 General Manager  
 Daily Chronicle & City & West London News  
 12 Salisbury Square E.C.

Dated the 23<sup>rd</sup> day of July 1906

Witness to the above Signatures—

C. A. Hooper Solicitor  
 12, Ely Place,  
 Holborn E.C.

DUPLICATE FOR THE FILE.

No. 89611



# Certificate of Incorporation

I Hereby Certify, That the  
*Newspaper Proprietors Association  
Limited*

is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is  
**Limited.**

Given under my hand at London this *Twenty third* day of *July*  
One Thousand Nine Hundred and *Five*  
Fees and Deed Stamps £ *21/12*<sup>6</sup>  
Stamp Duty on Capital £ *—*

*W. M. M. M.*  
Registrar of Joint Stock Companies.

Certificate received by

*Lewis & Lewis*

*City Place*

*Holborn E.C.*

Date *25<sup>th</sup> July 1906*

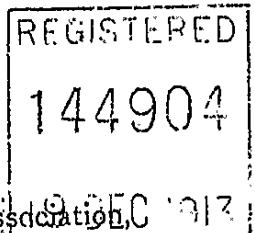
THE COMPANIES (CONSOLIDATION) ACT, 1908.

## Special Resolution

OF

## THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED.

*Passed 27th November, 1913.  
Confirmed 16th December, 1913.*



At an EXTRAORDINARY GENERAL MEETING of this Association held at 71, Fleet Street, London, E.C., on Thursday, 27th November, 1913, the following Resolution was passed; and at an EXTRAORDINARY GENERAL MEETING, held on Tuesday, 16th December, 1913, was duly confirmed:—

That Clause 8 of the Articles of Association be altered to read:—

8. Every member of the Association shall if he or the firm or company he represents owns only one newspaper pay to the Association an annual subscription *to be fixed by the Council and to be calculated at the rate of not less than one halfpenny and not more than one penny* in the pound on the amount of the wages paid during the year preceding such payment by such member, or if he be a representative member by the firm or company he represents, to compositors, machine ininders, packers, printers' labourers and stereotypers and other persons employed in the mechanical department (hereinafter called "specified persons") in the production of the newspaper which he owns or represents, or where the newspaper is produced otherwise than on the premises of the proprietor, then an annual subscription in respect thereof of such amount as the Council shall from time to time fix. But a member of the Association shall if he or the firm or company he represents owns more than one newspaper pay to the Association an annual subscription of such amount as the Council shall fix, and if after the subscription for any year becomes due a member or the firm or company he represents acquires an additional newspaper he shall pay in respect of such newspaper a supplemental subscription for the year of such amount as the Council shall determine.

Such alteration to become operative for the year ending June 30th, 1914.

[The alteration consists of the addition of the words printed in italics.]

15  
Filed

The Companies Acts 1908 to 1917



## Special Resolution

(Pursuant to the Companies (Consolidation) Act 1908, Section 69)

OF

## THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED.

Passed 18th April, 1923.

Confirmed 16th May, 1923.

At an EXTRAORDINARY GENERAL MEETING of the members of the said Company, duly convened, and held at 6 Bouverie Street, Fleet Street, in the City of London, on the 18th day of April, 1923, the following **Special Resolutions** were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the members of the said Company, also duly convened, and held at the same place on the 16th day of May, 1923, the following **Special Resolutions** were duly confirmed—

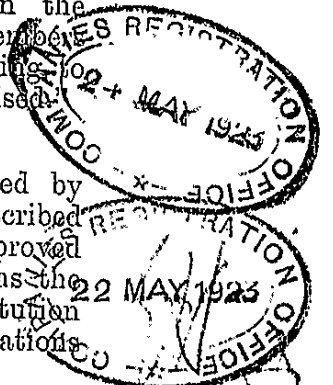
### RESOLUTION 1.

"That the Association hereby affirms and adopts all and  
"every the acts dealings and transactions of the Council and of  
"the persons for the time being who have purported to act in  
"the name of and on behalf of the Council from the date of the  
"incorporation of the Company down to the present time not-  
"withstanding any defects that may have existed in the  
"appointment or tenure of office of all or any of such members  
"or of the number of persons for the time being purporting to  
"act and exceeding the number for the time being authorised."

### RESOLUTION 2.

"That the Articles of Association already approved by  
"this meeting and for the purpose of identification subscribed  
"by the Chairman thereof be and the same are hereby approved  
"and that such Articles be and they are hereby adopted as the  
"Articles of the Company to the exclusion of and in substitution  
"for all the existing Articles of Association and regulations  
"thereof."

REGISTERED  
84801  
24 MAY 1923



Thomas Wilson MCha  
Secretary,

6, Bouverie Street, E.C.4  
18th May, 1923.

COMPANY LIMITED BY GUARANTEE.

Articles of Association

OF

**THE NEWSPAPER PROPRIETORS  
ASSOCIATION, LIMITED.**

1. In these presents unless there be something in the subject Interpretation  
or context inconsistent therewith :—

“The Association ” means the above-named Association.

“Month ” means calendar month.

“In writing” and “written” include printing, lithography,  
typewriting and any other modes of representing or  
reproducing words in visible form.

“Newspaper ” means any daily newspaper (whether morn-  
ing or evening) and any Sunday newspaper which is  
produced and published in London. In the case of  
any newspaper any editions whereof are produced  
and published elsewhere than in London the editions  
thereof which are produced and published in London  
shall be deemed to be a separate newspaper and in  
relation to such newspapers “newspaper ” means  
the editions thereof so produced and published in  
London.

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 and  
partnership firms.

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

Number of  
Members  
unlimited

Eligibility of  
proprietors of  
specified  
newspapers

3. The proprietors whether individuals or corporations of any newspaper approved by the Association shall be the only persons who shall be eligible for membership of the Association. Provided that only one individual or corporation shall be eligible for membership in respect of the same newspaper or newspapers.

Application for  
admission

4. Every person who desires to be admitted as a member must sign and send in to the Association an application for membership in the terms following, that is to say :—

To THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED.

"I , of  
" proprietor of the  
" newspaper, desire  
" of  
" to be admitted to membership,  
" and I request you to enter his name in your register  
" of members accordingly, subject to your Memo-  
" randum and Articles of Association.

"Dated this day of ."

Entrance fee

5. The Association shall from time to time fix the sum to be paid to the Association by way of entrance fee on admission of any person to membership. Where a member of the Association acquires an additional newspaper he shall pay in respect of such newspaper a supplemental fee of such amount as the Association shall determine. Every member shall pay his entrance fee before or immediately after his admission.

Annual  
subscriptions

6. Every member of the Association shall if he owns only one newspaper pay to the Association an annual subscription calculated at the rate of one penny in the pound (or such greater or lesser sum in the pound as the Association at the Annual Meeting shall from time to time determine) on the amount of the wages paid by such member during the preceding year in the mechanical, clerical and publication departments of his business for producing and publishing the newspaper in respect of which he is a member or where the paper is produced otherwise than on the premises of the proprietor then an annual subscription in respect thereof of such amount as the Association at the Annual Meeting shall from time to time fix. The amount of the subscription of any member shall be not less than £60, or such greater or lesser sum as the Association at the Annual Meeting shall from time to time fix. A member of the Association shall if he owns more than one newspaper pay to the Association an annual subscription in respect of each newspaper

calculated at the rate above mentioned, or such greater or lesser amount as the Association shall at the Annual Meeting from time to time fix, and if after the subscription for any year becomes due a member shall acquire an additional newspaper he shall pay in respect of such newspaper a supplemental subscription for the year of such amount as the Association shall determine.

7. The annual subscription shall be paid each year on the 1st day of July or on such other day as the Association shall from time to time determine, and when the Association shall have fixed such day 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, and shall furnish to the Association full particulars as to the wages paid to the "specified persons" employed by him or his firm or company during the preceding twelve months. Where a member is admitted after the month of August he shall forthwith pay up such proportion of the current year's subscription as the Association may determine.

Time for  
payment of  
subscriptions

8. If any member fails to pay any subscription or other moneys due from him on the day appointed for paying the same, the Association may at any time thereafter during such time as such moneys remain unpaid serve a notice on such member requiring him 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 his membership determined.

Default

9. If the requisitions of such notice as aforesaid are not complied with, the Association may at any time thereafter before payment of such moneys by resolution declare that the membership of the defaulting member shall be determined, and such resolution shall be effective, but the Association may at any time annul such determination upon such conditions as they think fit. A person whose membership has been determined as aforesaid shall, notwithstanding, be liable to pay, and shall forthwith pay to the Association all subscriptions and other moneys owing at the time of the determination, together with interest thereon from the time of determination until payment and the Association may enforce the payment thereof as they think fit.

Forfeiture

S

Cesser of  
membership

10. A member shall vacate his membership if he dies, or if by notice in writing to the Association he resigns his membership, or if he disposes of all his interest in the newspaper or newspapers in respect of which he is a member.

Succ<sup>essor</sup> to  
retir<sup>ing</sup> member

11. Where a member vacates his membership under the last preceding clause his successor in the ownership of the paper of which he was the proprietor may apply for admission to membership in his place, and in case such successor shall be admitted he shall be exempt from entrance fee and from the current year's subscription if the same shall have been paid by his predecessor.

Power to enforce  
withdrawal

Liability of  
vacating member

12. The Association may at any time by resolution passed by a three-fourths majority request any member of the Association to withdraw from the Association, and on service upon such member of notice of the passing of such resolution he shall cease to be a member of the Association. A person who vacates his membership under this or the last preceding clauses shall remain liable to pay to the Association all sums of money due from him at the time he vacates his membership, and he shall forthwith pay the same to the Association accordingly.

Alternate  
delegates

13. Every member of the Association shall be entitled in respect of each newspaper in respect of which he is a member to appoint two alternate delegates, either of whom shall be entitled to attend all meetings of the Association as the delegate of such member for the newspaper in respect of which he shall have been so appointed and to take part in and speak and vote at such meetings as if he were a member of the Association.

Method of  
appointing  
alternate  
delegates

Such appointment shall be made by an instrument in writing and shall be duly served on the Association and shall in case such member is an individual or firm be signed by such individual or by a member of the firm in the firm's name (as the case may be) and in case such member is a company be signed by the chairman of the directors of such company or by such other officer of such company as may have been duly authorised by the company to sign same and shall be accompanied by a certified copy of the resolution of the directors of such company appointing such persons to represent such company in respect of the newspaper named in such instrument.

Such instrument shall be in the terms or to the effect following:—

"To THE NEWSPAPER PROPRIETORS ASSOCIATION, LIMITED.

"I of  
 " , owner of the  
 " newspaper, being a member of the  
 " Newspaper Proprietors Association, Limited, hereby  
 " appoint  
 " or  
 " or failing him  
 " of  
 " alternately as my delegate in respect of the said  
 " newspaper.

" Dated the day of ."

The instrument appointing such delegates must be deposited at the Registered Office of the Company and shall not become operative or take effect until it has been so deposited.

Every delegate so appointed shall be entitled to continue to act as such delegate notwithstanding the death of the member so appointing him or the revocation by such member of such appointment until notice in writing of such death or revocation shall have been received at the Registered Office of the Association.

#### GENERAL, ANNUAL AND EXTRAORDINARY MEETINGS.

14. The affairs of the Association shall be managed by General Meetings which shall be held at such intervals of time as the Association may from time to time determine and so that until otherwise determined by the Association such Meetings shall be held weekly. Such Meetings of the Association shall be called Ordinary Meetings.

Association's  
affairs to be  
managed in  
General Meetings

15. Every year there shall be held in the month of July or at such other time as may be prescribed by the Company in General Meeting and at such place as may be from time to time so prescribed an Annual General Meeting at which the accounts of the Company shall be laid before the Members which meeting shall for the purposes of the statutes 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 and they shall be called Annual Meetings. All Meetings of the Association other than the Annual Meetings and Ordinary Meetings shall be called Extraordinary Meetings.

Annual  
Meetings

Distinction  
between Ordinary  
and Extraordinary  
Meetings

16. The Chairman and Vice-Chairman for the time being of the Association, acting together, may whenever they think fit convene an Extraordinary Meeting, and they shall, on the request

When  
Extraordinary  
Meeting to be  
called

of not less than one-tenth of the members of the Association, forthwith proceed to convene an Extraordinary Meeting, and the following provisions shall have effect :—

Form of requisition for Extraordinary Meeting

- (1) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Association, and may consist of several documents in like form, each signed by one or more requisitionists.

When requisitionists may themselves convene the meeting

- (2) If the Chairman and Vice-Chairman do not proceed to cause a meeting to be held within seven days from the date of the requisition being so deposited, the requisitionists or a majority of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

When a further Extraordinary Meeting is to be called

- (3) If at any such meeting a resolution requiring confirmation as another meeting is passed, the Chairman and Vice-Chairman shall forthwith convene a further Extraordinary Meeting for the purpose of considering the resolution, and if thought fit of confirming it as a special resolution, and if the Chairman and Vice-Chairman do not convene the meeting within three days from the date of the passing of the first resolution the requisitionists or a majority of them may themselves convene the meeting.

How requisitionists convene

17. Any meeting convened under the last preceding clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Chairman and Vice-Chairman.

Notice of meeting

18. Three clear days' notice to the members, specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given by notice sent by post or otherwise served as hereinafter provided.

Urgent Extraordinary Meeting at short notice

But where the Chairman and Vice-Chairman or in case of extreme urgency the Secretary think it expedient an Extraordinary Meeting may be convened on a shorter notice than three days and in such case such notice as is reasonably possible shall be given. In the case of an Extraordinary Meeting convened on a shorter

notice than three days notice of such meeting may be given to any member either by delivering same by hand at or by sending same by telegraph addressed to the registered place of address of such member or in the case of those members who have no registered place of address by posting such notice up in the Registered Office of the Association. Such notice shall specify the place and day (which may be the same day as the day on which the notice is served) and the hour. Where reasonably possible the general nature of the business to be transacted at such meeting shall be specified in the notice, but the absence of any statement in the notice as to the nature of the business to be so transacted shall not invalidate the meeting provided it is stated therein that such business is urgent.

19. Whenever it is intended to pass a special resolution the two meetings may be convened by one and the same notice, and it shall be no objection that the notice only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

Two meetings  
by one notice

20. The accidental omission to give any such notice to any of the members or the accidental failure to reach any member shall not invalidate any resolution passed at any such meeting.

As to omission to  
give notice

#### PROCEEDINGS AT GENERAL AND EXTRAORDINARY MEETINGS.

21. The business of an Annual Meeting of the Association shall be to receive and consider the report of the Chairman and Vice-Chairman of the Association and of the Auditors, to elect a Chairman and Vice-Chairman of the Association, to elect Auditors, and to transact any other business which under these presents ought to be transacted at an Annual Meeting. All other business transacted at an Annual Meeting and all business transacted at an Extraordinary Meeting shall be deemed special. The business of an Ordinary Meeting shall include the transaction of the ordinary current business and the dealing with any questions arising in the course of transacting such business and such notice as aforesaid alone shall be required

Business of Annual  
Meeting

22. Seven members personally present shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

Quorum

Chairman of  
General Meeting

23. The Chairman of the Association shall be entitled to preside at every General 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 be entitled to 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.

When if quorum  
not present meeting  
to be dissolved and  
when to be  
adjourned

24. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid shall be dissolved, but 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, any two members who are personally present shall be a quorum and may transact the business for which the meeting was called.

How questions to  
be decided at  
meetings

25. 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 shall not have a casting vote.

What is to be  
evidence of  
the passing of a  
resolution where  
poll not demanded

26. At any General Meeting, unless a poll of the whole Company is demanded, in the case of a Special or Extraordinary Resolution, by at least five members, and in any other case by the Chairman, or by at least three members, a declaration by the Chairman 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 Book of Proceedings 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.

Poll

27. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, after such interval or adjournment as having regard to all the circumstances is reasonably possible in the opinion of the Chairman of the meeting, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Power to adjourn  
General Meeting

28. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

29. 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.

Business may proceed notwithstanding demand of poll

30. The first Chairman of the Association shall be the Right Hon. Viscount Burnham, and the first Vice-Chairman shall be the Right Hon. Lord Riddell, each of whom shall be entitled to hold their respective offices until the conclusion of the Annual Meeting of the Association in the year 1924.

First Chairman and Vice-Chairman

At the Annual Meeting of the Association in each year commencing with the year 1924 the Association shall elect two persons to act as Chairman and Vice-Chairman of the Association respectively to hold office until the conclusion of the Annual Meeting of the Association in the next succeeding year. A Chairman or Vice-Chairman vacating his office at an Annual Meeting of the Association shall be eligible for immediate re-election either as Chairman or Vice-Chairman.

Eligibility of Chairman and Vice-Chairman for re-election

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 Meeting of the Association, when he shall be eligible for re-election.

Method of filling office of Chairman or Vice-Chairman when casual vacancy occurs

No person shall be eligible for election as Chairman or Vice-Chairman of the Association unless he shall be a member of the Association or the representative or one of the representatives duly appointed pursuant to Article 13 hereof of a member of the Association and 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 some other member intending to propose him has at least seven clear days before the Meeting left at the registered office of the Association a notice in writing under his hand signifying his candidature for office or the intention of such member to propose him.

Persons eligible for offices of Chairman and Vice-Chairman

### VOTES OF MEMBERS.

31. Every member present or represented shall have one vote for every newspaper owned by him or in respect of which he represents a firm or company. A member shall be entitled to vote in different or opposing ways in respect of his respective newspapers.

Votes of members

The newspaper represented by the member or delegate occupying the Chair at any meeting may be represented at such meeting by another of its duly constituted representatives, who may vote for such newspaper; but in that case the Chairman shall have no vote. Otherwise he shall be entitled to vote.

Delegation of  
powers to  
Committees

32. The Association may delegate any of its powers to committees consisting of such member or members of the Association and/or such representative or representatives of any member or members of the Association as the Association thinks fit and may at any time dissolve or reconstitute any such committee so appointed or remove any member thereof or appoint any additional person being a member or a representative of a member of the Association to be a member thereof. Any committee 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.

Procedure of  
Committees

33. Any such committee consisting of two or more persons may subject to any regulations made by the Association under the last preceding clause meet together for the performance of the duties delegated to it, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the number necessary to constitute a quorum.

Validity of  
Acts of  
Committees

34. All acts done by any meeting of any such committee or by any person acting as a member of any such committee 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 such committee.

## ACCOUNTS.

Accounts to be kept

35. 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 takes place and of the assets, credits and liabilities of the Association. The books of account shall be kept at the registered office of the Association or at such other place or places as the Association shall determine.

Inspection by  
members

36. 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.

## AUDIT.

37. Once at least in every year the accounts of the Association shall be examined by one or more Auditor or Auditors. Accounts to be audited annually

38. The Association at each Annual Meeting shall appoint an Auditor or Auditors to hold office until the next Annual Meeting and the provisions of the Companies Acts, ~~1900~~, as to Audit shall apply as nearly as may be. *Zurich*

39. Every Account of the Association when Audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive. When accounts to be deemed finally settled

## NOTICES.

40. A notice may be served by the Association upon any member in the manner provided for in these Articles and where not provided for same may be served either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered place of address. How notices to be served on members

41. As regards those members who have no registered place of address a notice not being a notice given in a case of urgency posted up in the registered office of the Association shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up. Notice where no address

42. Any notice required to be given by the Association to the members or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in two London daily newspapers. When notice may be given by advertisement

43. Any notice sent by post not being a notice given in a case of urgency shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office. When notice by post deemed to be served

44. The signature to any notice to be given by the Association may be written or printed. Signatures for Association

## INDEMNITY AND RESPONSIBILITY.

### Indemnity

45. Every manager, secretary, and other officer or servant 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 costs, losses, and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties, including travelling expenses.

### Individual responsibility of members of the Association

46. No officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

I certify that the foregoing is a correct copy of the Articles of Association as adopted at an Extraordinary General Meeting held at the Office of the Association, 6, Bouverie Street, Fleet Street, on Wednesday, 18<sup>th</sup> April, 1923, and confirmed at a subsequent Extraordinary General Meeting held at the same address on Wednesday, 16<sup>th</sup> May, 1923, and for the purpose of identification subscribed by the Chairmen thereof.

Thomas Wilson M.A.  
Secretary.

6 Bouverie Street, E.C.4  
18<sup>th</sup> May, 1923.

# Special Resolution.

(Pursuant to the Companies (Consolidation) Act 1908, Section 69.)



of

## THE NEWSPAPER PROPRIETORS' ASSOCIATION, LIMITED.

Passed 1st August, 1923.

Confirmed 22nd August, 1923.

REGISTERED

133119

27 AUG 1923

At an EXTRAORDINARY GENERAL MEETING of the members of the said Company, duly convened, and held at 6, Bouverie Street, Fleet Street, in the City of London, on the 1st day of August, 1923, the following Special Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place on the 22nd day of August, 1923, the following Special Resolution was duly confirmed:—

### RESOLUTION.

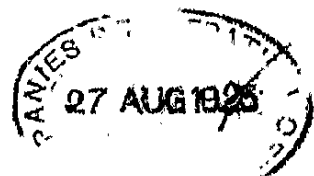
That the first paragraph of Article 13 of the Articles of Association be cancelled and in lieu thereof the following be substituted:—

13. Every member of the Association being a corporation shall be entitled in respect of each newspaper owned by them to appoint a representative to attend all meetings of the Association and to take part in and speak and vote at such meetings as if he were a member of the Association.

Every member of the Association whether an individual or corporation shall be entitled in respect of each newspaper owned by him or them to appoint two alternate delegates either of whom shall be entitled to attend all meetings of the Association as the delegate of such member in his absence or in that of the representative of such member appointed under Article 13 and to take part in and speak and vote at such meetings as if he were a member of the Association.

*J.W.M. Chas.*

Secretary.



No. 89611. / 38

*The Companies Act 1929.*



COMPANY LIMITED BY GUARANTEE.

**Special Resolution**  
OF  
**THE NEWSPAPER PROPRIETORS ASSOCIATION**  
LIMITED.

*Passed 17th day of September 1947.*



AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 85 Fleet Street, London, E.C.4, on the 17th day of September 1947, the following **Special Resolution** was passed:—

**RESOLUTION.**

That the regulations contained in the printed document laid before the meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

*B. [Signature]*

*Chairman.*

COMPANY LIMITED BY GUARANTEE.

NEW  
Articles of Association

OF

THE NEWSPAPER PROPRIETORS ASSOCIATION  
LIMITED.

(Adopted by Special Resolution dated the 17th day of September 1947.)

1. The regulations in Table "C" in the First Schedule to the Companies Act 1929 shall not apply to the Association except so far as the same are incorporated or contained in these presents. Interpretation

In these presents 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 Statutes ..	The Companies Act 1929, and every other Act for the time being in force concerning joint stock companies and affecting the Association.
Table C ..	Table C in the First Schedule to the Act.
These presents ..	These Articles of Association as originally framed, or as from time to time altered by Special Resolution.
The office ..	The registered office for the time being of the Association.
The seal ..	The common seal of the Association.
The Association ..	The above-named THE NEWSPAPER PROPRIETORS ASSOCIATION LIMITED.
Month ..	Calendar month.
In writing and written	Include printing, lithography, typewriting and any other modes of representing or reproducing words in visible form.
Newspaper	Any daily (morning or evening) and any Sunday newspaper which is produced and published in London, including any edition of such newspaper produced and published elsewhere than in London, in accordance with conditions of production negotiated by the Association.

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 and partnership firms.

"Secretary" shall include a temporary or Assistant Secretary, and any person appointed to perform the duties of the Secretary.

Number of  
members unlimited

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

Eligibility of  
proprietors of  
specified  
newspapers

3. The proprietors whether individuals or corporations of any newspaper approved by the Association shall be the only persons who shall be eligible for membership of the Association. Provided that only one individual or corporation shall be eligible for membership in respect of any one newspaper but an individual or corporation may be eligible for membership in respect of more than one newspaper. Provided further that in admitting an individual or corporation to membership in respect of a newspaper or registering him as a member in respect of an additional newspaper, the Association may decide that such membership shall be confined to specified editions of such newspaper if it produces editions published in more than one centre.

Application for  
admission

4. Every person who desires to be admitted as a member must sign and send in to the Secretary of the Association an application for membership in the terms following, that is to say:—

" To the Secretary of THE NEWSPAPER PROPRIETORS ASSOCIATION  
" LIMITED.

" We,  
" of  
" proprietors of  
" desire to be admitted to membership in respect of the said  
" newspaper, and we request you to enter our name in your  
" register of members accordingly, subject to your  
" Memorandum and Articles of Association.

" Dated this                      day of

Entrance fee

5. The Association shall from time to time fix the sum to be paid to the Association by way of entrance fee on admission to membership. Where a member of the Association is registered as a member in respect of an additional newspaper he shall pay an entrance fee in respect of such newspaper. Every member shall pay his entrance fee before or immediately after his admission.

Annual  
subscription

6. Every member shall pay to the Association an annual subscription calculated at the rate of one penny in the pound (or such greater or lesser sum in the pound as the Association in General Meeting shall from time to time determine) on the amount of the wages paid by him during the twelve months to the preceding 30th day of June in the mechanical and publishing departments of his business for producing and publishing the newspaper or newspapers in respect of which he is a member. Where a newspaper is produced otherwise than on the premises of the proprietor and the amount of the said wages cannot be accurately ascertained, the member shall pay an annual subscription in respect thereof of such amount as the Association in General Meeting shall from time to time fix. The amount of subscription of any member shall not be less than £60 unless some other sum is fixed by the Association in General Meeting.

Time for payment  
of subscription

7. The annual subscription shall be paid each year on the 1st day of July or on such other day as the Association shall from time to time determine and when the Association shall have fixed such day 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, and shall furnish to the Association full particulars as to the wages paid to the persons in the departments specified in Clause 6, employed by him during the preceding twelve months. Where a member is admitted or acquires an additional paper in respect of which he becomes registered as a member after the month of August he shall forthwith pay such proportion of the current year's subscription as the Association may determine.

8. If any member fails to pay any subscription or other moneys due from him on the day appointed for paying the same, the Association may, at any time thereafter during such time as such moneys remain unpaid, serve a notice on such member requiring him 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 his membership terminated. Default

9. If the requisitions of such notice as aforesaid are not complied with, the Association may at any time thereafter before payment of such moneys by resolution declare that the membership of the defaulting member shall be terminated, and such resolution shall be effective, but 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 subscriptions and other moneys owing at the time of the termination together with interest thereon from the time of termination until payment and the Association may enforce the payment thereof as it thinks fit. Forfeiture

10. A member shall vacate his membership if by notice in writing to the Association he resigns his membership, or if he disposes of all his interest in the newspaper or newspapers in respect of which he is a member. The membership of an individual member shall terminate on the death of such member. Cesser of membership

11. Where a member vacates his membership under the last preceding clause his successor in the ownership of the newspaper of which he was the proprietor may apply for admission to membership in his place, and in case such successor shall be admitted he shall be exempt from entrance fee and from the current year's subscription if the same shall have been paid by his predecessor. Successor to retiring member

12. The Association may at any time by Extraordinary Resolution passed by a three-fourths majority request any member of the Association to withdraw from the Association, and on service upon such member of notice of the passing of such resolution he shall cease to be a member of the Association. Power to enforce withdrawal

A person who vacates his membership under this or the last preceding clauses shall remain liable to pay to the Association all sums of money due from him at the time he vacates his membership, and he shall forthwith pay the same to the Association accordingly. Liability of vacating member

13. Every member of the Association being an individual shall be entitled in respect of each newspaper for which he is registered as a member to appoint two alternate delegates, either of whom shall be entitled to attend all meetings of the Association as the delegate of such member in his absence and to take part in and speak and vote at such meetings as if he were a member of the Association. Members' representatives

Every member of the Association being a corporation shall be entitled in respect of each newspaper for which it is registered as a member to appoint a 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 being a corporation shall also be entitled to appoint two alternate delegates of such representative, either of whom 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.

Appointments of alternate delegates by an individual member shall be signed by the said member, and appointments by corporations of representatives and alternate delegates shall be signed on behalf of the corporation by the Chairman of the directors of such corporation or by such other officer as may have been duly authorised by the corporation to sign the same.

Appointments of representatives and alternate delegates shall be in the terms or to the effect following :—

“ Appointment by individual proprietor.

“ To the Secretary of THE NEWSPAPER PROPRIETORS ASSOCIATION  
“ LIMITED.

“ I, \_\_\_\_\_,  
“ of \_\_\_\_\_,  
“ owner of the \_\_\_\_\_,  
“ being a member of THE NEWSPAPER PROPRIETORS  
“ ASSOCIATION LIMITED, hereby appoint  
“ \_\_\_\_\_, of \_\_\_\_\_,  
“ \_\_\_\_\_, or failing him,  
“ \_\_\_\_\_, of \_\_\_\_\_,  
“ \_\_\_\_\_, alternately as my delegate  
“ in respect of the said newspaper.

“ Dated the \_\_\_\_\_ day of \_\_\_\_\_.”

“ Appointment by corporation proprietor.

“ To the Secretary of THE NEWSPAPER PROPRIETORS ASSOCIATION  
“ LIMITED.

“ We, \_\_\_\_\_,  
“ of \_\_\_\_\_,  
“ owners of \_\_\_\_\_,  
“ being a member of THE NEWSPAPER PROPRIETORS  
“ ASSOCIATION LIMITED, hereby appoint  
“ \_\_\_\_\_, of \_\_\_\_\_,  
“ \_\_\_\_\_, as our representative and  
“ \_\_\_\_\_,  
“ of \_\_\_\_\_,  
“ or failing him, \_\_\_\_\_,  
“ of \_\_\_\_\_,  
“ alternately as our delegates in respect of the said newspaper.”

Instruments appointing representatives and delegates must be deposited at the registered office 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. Instruments appointing representatives and delegates shall be deemed to confer authority to demand or join in demanding a poll.

General, Annual  
and Extraordinary  
Meetings

14. The affairs of the Association shall be managed by the members in general meetings which shall be held at such intervals as the Association may from time to time determine or as may be deemed necessary by the Chairman, Vice-Chairman or Secretary. Such meetings of the Association shall be called Council Meetings.

15. Every year there shall be held in the month of December or such other time as may be prescribed by the Association in Council Meeting 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 Statutes 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.

16. The Chairman, Vice-Chairman or Secretary of the Association may, whenever they think fit, convene a Council Meeting and they shall, at the request of not less than one-tenth of the members of the Association, forthwith proceed to convene a Council Meeting in accordance with the following provisions:—

- (1) The request must state the objects of the meeting and must be signed by the requirers and deposited at the registered office of the Association, and may consist of several documents in like form, each signed by one or more requirers.
- (2) If the Chairman and Vice-Chairman or Secretary do not proceed to cause a meeting to be held within seven days from the date of the request being so deposited, the requirers, or a majority of them, may themselves convene the meeting, but any meeting so convened shall not be held after three weeks from the date of such deposit.

17. Any meeting convened under the last preceding clause by the requirers shall be convened in the same manner as nearly as possible as that in which meetings are convened by the Secretary, that is to say, in accordance with the following clause. How requirers convene

18. Such notice as is reasonably possible shall be given of Council Meetings. Such notice may be given either in writing or by telephone to the registered place of address of members or such other place as they may from time to time specify. Where possible the general nature of the business to be transacted at meetings shall be specified in the notice, but the absence of any statement as to the nature of the business to be transacted shall not invalidate the meeting. Notice of meeting

19. Whenever it is intended to pass an Extraordinary or a Special Resolution, the meeting shall be convened in accordance with the provisions of the Statutes. Extraordinary and special resolutions

20. The accidental omission to give notice of any meeting to any of the members or the accidental failure of such notice to reach any member shall not invalidate any resolution passed at any such meeting. As to omission to give notice

21. 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 presents may suitably be transacted at an Annual General Meeting. Business of Annual Meeting

The Chairman and Vice-Chairman of the Association elected at the Annual General Meeting shall hold office until the conclusion of the Annual General Meeting of the Association in the next succeeding year. 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. Eligibility of Chairman and Vice-Chairman for re-election

22. Seven members personally present shall be a quorum for the Annual General Meeting or a Council Meeting, and no business shall be transacted at any meeting unless the quorum requisite be present at the commencement and for the duration of the business. Quorum

23. 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. Chairman of Meetings

How questions  
to be decided at  
meetings

24. 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 shall not have a casting vote.

Votes of  
members

25. Every member present or represented shall have one vote for each newspaper in respect of which he 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 he is entitled to more than one vote.

What is to be  
evidence of the  
passing of a  
resolution where  
poll not demanded

26. At any meeting, unless a poll of all the members of the Association is demanded, a declaration by the Chairman or other individual occupying the chair at that 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 book of proceedings 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.

Poll

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

Business may  
proceed notwith-  
standing demand  
of poll

28. 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.

Method of filling  
office of Chairman  
or Vice-Chairman  
when casual  
vacancy occurs

29. 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 Council 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.

Persons eligible  
for offices of  
Chairman and  
Vice-Chairman

No person shall be eligible for election as Chairman or Vice-Chairman of the Association unless he shall be a member of the Association or the representative or one of the representatives duly appointed pursuant to Article 13 hereof of a member of the Association and 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 some other member intending to propose him has at least seven clear days before the meeting left at the registered office of the Association a notice in writing under his hand signifying his candidature for office or the intention of such member to propose him.

Delegation of  
powers to  
committees

30. The Association may delegate any of its powers to committees consisting of such member or members of the Association and/or such representative or representatives of any member or members of the Association as the Association thinks fit, and may at any time dissolve or reconstitute any such committee so appointed or remove any member thereof or appoint any additional person being a member or a representative of a member of the Association to be a member thereof. Any committee 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.

Procedure of  
committees

31. Any such committee consisting of two or more persons may, subject to any regulations made by the Association under the last preceding clause, meet together for the performance of the duties delegated to it, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the number necessary to constitute a quorum.

32. All acts done by any ~~meeting~~ of any such committee or by any person acting as a member of any such committee 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 such committee.

Validity of acts of committees

33. 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 of the Association or at such other place or places as the Association shall determine.

Accounts to be kept

34. 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.

Inspection by members

35. Once at least in every year the accounts of the Association shall be examined by one or more Auditor or Auditors.

Accounts to be audited annually

36. Every account of the Association when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

When accounts to be deemed finally settled

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

38. 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 letter, envelope or wrapper addressed to such member at his registered place of address, or such address as he may have specified for the purpose of reception of notices.

How notices to be served on members

39. The signature to any notice to be given by the Association may be written or printed.

Signatures for Association

40. Every officer or servant 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 servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

Indemnity

We hereby certify that this is a true copy of the Articles of  
Association submitted to the meeting held on the 17th September  
1947.

*Lewis & Lewis and Gibson & Co*  
Solicitors for the company.

*to*

Number of } 89611  
Company }



# THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY)

## Special Resolution

(Pursuant to The Companies Act, 1948, Section 141 [and any other Section of the Act under which the Special Resolution is passed\*])

OF

THE NEWSPAPER PROPRIETORS ASSOCIATION

LIMITED

Passed the thirteenth day of March, 1968 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 8 Bouverie Street  
London EC 4  
in the County of London, on the 13th day of March, 1968 ,  
the following SPECIAL RESOLUTION(§) was duly passed :—

[ Here set out the exact words of the Special Resolution or Resolutions as passed.]

That the name of the company be changed forthwith from  
The Newspaper Proprietors Association Limited  
to

The Newspaper Publishers Association Limited

and that the Registrar of Companies be requested to enter the new name on the Register and issue the appropriate certificate.

\* Where this Form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Special Resolution was passed.

† Here insert the full address of the place where the Meeting was held at which the Resolution was passed.



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 89611 / 65.

Whereas

**THE NEWSPAPER PROPRIETORS ASSOCIATION LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACT, 1862 TO 1900,**

on the **23RD JULY, 1906**

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

**THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED**

Given under my hand at London the **22ND MARCH, 1968.**

*Assistant Registrar of Companies*

89611/77

NEWSPAPER PUBLISHERS ASSOCIATION LIMITED

COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

NEWSPAPER PUBLISHERS ASSOCIATION LIMITED  
(Passed on 20th April 1972)

AT THE EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the Twentieth day of April One thousand nine hundred and seventy-two the following Resolutions were duly passed as SPECIAL RESOLUTIONS :-

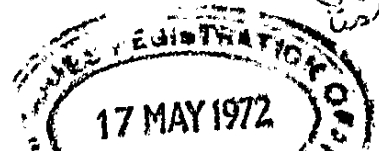
R E S O L U T I O N S

1. THAT the Memorandum of Association of the Company with respect to its objects be altered in manner following, that is to say, by the insertion in Clause 3 thereof of a new paragraph (1) in the form set out below and by the renumbering of the existing paragraphs 1 to 12 so that they become paragraphs 2 to 13 respectively:-

Form of new Clause 3(1)

"(1) To regulate relations between the members of the Company or any of them and workers or organisations of workers and to assist other newspaper publishers in such regulation."

AND THAT application be made to the Chief Registrar of Trade Unions and Employers' Associations to register the Company as an Employers' Association and that seven members (acting by their representatives or alternate delegates) be and they are hereby authorised to sign the appropriate application.



2. THAT forthwith and conditional upon the Company becoming registered as an Employers' Association under the Industrial Relations Act 1971 the name of the Company be changed by the deletion therefrom of the word "Limited".

3. THAT with effect from the date of registration of the Company (hereinafter called "the Association") as an Employers' Association under the Industrial Relations Act 1971:-

(i) The Memorandum of Association of the Association with respect to its objects be by the authority of this Resolution altered by the adoption of the following new object to be inserted in Clause 3 and numbered paragraph (14):-

"To modify, alter, add to or abrogate any of the provisions of this Memorandum or of the Articles of Association or of any rules or other form of constitution adopted in substitution (wholly or partly) therefor;"

(ii) The Articles of Association of the Association be altered by renumbering Article 14 so that it becomes Article 14(A) and by inserting the following new Article to be numbered Article 14(B) immediately thereafter:-

"The power of the Association to modify, alter, add to or abrogate any of the provisions of its Memorandum and/or Articles of Association or any rules or other form of constitution adopted in substitution (wholly or partly) therefor (including the alteration of this Article) shall be

3

exercised by Extraordinary Resolution  
(being a Resolution passed by a majority  
of not less than three-fourths of such  
members as, being entitled to do so, vote at  
a General Meeting of which not less than 14  
days' clear notice has been given - unless  
a period of shorter notice is consented to by,  
in the case of an Annual General Meeting, all  
the members having a right to attend and vote  
at the Meeting or, in the case of any other  
General Meeting, by a majority of the members  
together representing not less than 95 per  
cent. of the total voting rights at that  
Meeting of all the members - specifying the  
intention to propose the Resolution as an  
Extraordinary Resolution)."

- (iii) The Memorandum and Articles of Association of the  
Association and any rules or other form of  
constitution adopted in substitution (wholly or  
partly) therefor (as modified, altered, added to,  
abrogated or replaced from time to time) shall bind  
the Association and the members thereof to the same  
extent as if they respectively had been signed and  
sealed by each member and contained covenants on the  
part of each member to observe each of the  
provisions thereof and any decision of the  
Association validly made in General Meeting shall  
be binding upon the Association and each member in  
like manner.

Number of } ..... 89611 .....  
Company } | 78

## THE COMPANIES ACTS 1948 to 1967

### Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the  
Name of the  
Company

THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED

Presented by

Presentor's Reference.....GT

SLAUGHTER AND MAY,

35 Basinghall Street,

London EC2V 5DB.

I, GAVIN TURNER

of 35 Basinghall Street, London EC2V 5DB

(a) Here insert:  
A Solicitor of the  
Supreme Court (or  
in Scotland a  
Solicitor) engaged  
in the formation  
or  
A person named  
in the Articles of  
Association as a  
Director or  
Secretary.

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme

Court

engaged in the re-registration

of THE NEWSPAPER PUBLISHERS ASSOCIATION

Limited

and that all the requirements of the Companies Act 1948 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 59-67 Freshwater

in the City of London

the 28th day of February

one thousand nine hundred and seventy  
five.

*Gavin Turner*

Before me,

*William Robert*

A Commissioner for Oaths (b)

(b) Or  
Notary Public or  
Justice of the  
Peace as the case  
may be.

THE COMPANIES ACTS, 1908 to 1917

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A CAPITAL DIVIDED INTO SHARES.

MEMORANDUM OF ASSOCIATION

of

THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED

1. The name of the Association is "THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are -
  - (1) To regulate relations between the members of the Company or any of them and workers or organisations of workers and to assist other newspaper publishers in such regulation.
  - (2) To facilitate the interchange by newspaper owners of their views in regard to matters of common interest and to afford to newspaper owners the means of association, and to watch over, protect, preserve and promote the rights and interests of newspaper owners, and to give the legislative, municipal and public bodies and others facilities for conferring with and ascertaining the views and wishes of newspaper owners as regards matters directly or indirectly affecting their rights and interests.
  - (3) To originate and promote improvements in the law, and to support or oppose alterations therein, and to effect improvements in administration, and for the purposes aforesaid to petition Parliament and any other authority, and to take such other steps and proceedings as may be deemed expedient.
  - (4) To collect and diffuse amongst the members of the Company statistics and other information on all matters affecting newspaper owners.
  - (5) To undertake or assist financially or otherwise in promoting or opposing litigation in any cases

V

affecting the interest of newspaper owners so far as may legally be done without infringing the rules of law against maintenance and champerty.

- (6) To undertake and execute any trust or agency business which may seem directly or indirectly conducive to any of the objects of the Company or of advantage to any of its members.
- (7) To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend monetary assistance to or otherwise assist any associations and institutions incorporated or not incorporated which may seem calculated directly or indirectly to promote the interest of newspaper owners.
- (8) To establish, undertake, superintend, administer and contribute to any charitable or benevolent institution or fund constituted for objects which may seem to the Company directly or indirectly conducive to the interests of newspaper owners.
- (9) To grant donations in such cases and for such purposes as the Company may think directly or indirectly conducive to any of its objects.
- (10) To purchase, take, lease, exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which may seem necessary or convenient for the purposes of the Company, and to construct, alter and maintain any buildings required for such purpose.
- (11) To borrow or raise money for any of the purposes of the Company on such terms as may be deemed expedient, and to create and issue debentures, debenture stock or other securities.
- (12) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company.
- (13) To do all such other things as may seem to the Company to be incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. Every member of the Company undertakes to

contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

~~8~~

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

H.L.W. LAWSON,

Part Proprietor, Daily Telegraph, 135, Fleet Street,  
E.C.

JOHN H. LINGARD,

18, Devereux Court, Strand, W.C.,  
Manager of Daily Mail and Director of  
Associated Newspapers, Ltd.

H.H. MARKS,

6, Cavendish Sq., W.,  
Editor of the Financial News.

ERNEST PARKE,

Managing Editor, Star Newspaper Co., Ltd.,  
Stonecutter St., E.C.

C. ARTHUR PEARSON,

Managing Director, Standard Newspapers, Ltd.,  
and Daily Express, Ltd., Shoe Lane, E.C.

GEORGE A. RIDDELL,

Managing Director, News of the World, Limited,  
30, Bouverie Street, Fleet Street, E.C.

G. HOLT THOMAS,

Jt. Managing Director, The Graphic & Daily Graphic,  
Tallis Street, E.C.

NEIL TURNER,

General Manager, Daily Chronicle and Lloyd's  
Weekly News, 12, Salisbury Square, E.C.

---

Dated the 23rd day of July, 1906.

Witness to the above Signatures -

C.A. HOOPER,

Solicitor,

12, Ely Place, Holborn, E.C.

81011

5

THE COMPANIES ACT 1929  

---

COMPANY LIMITED BY GUARANTEE  

---

NEW  
ARTICLES OF ASSOCIATION

of  
THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED <sup>1</sup>  
(Adopted by Special Resolution dated the 17th day of  
September 1947.)  

---

Interpre-  
tation

1. The regulations in Table "C" in the First Schedule to the Companies Act 1929 shall not apply to the Association except so far as the same are incorporated or contained in these presents.

In these presents 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 Statutes	The Companies Act 1929, and every other Act for the time being in force concerning joint stock companies and affecting the Association.
Table C	Table C in the First Schedule to the Act.
These presents	These Articles of Association as originally framed, or as from time to time altered by Special Resolution.
The office	The registered office for the time being of the Association.
The seal	The common seal of the Association.
The Association	The above-named THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED.
Month	Calendar month.
In writing and written	Include printing, lithography, typewriting and any other modes of representing or reproducing words in visible form.

Newspaper

Any daily (morning or evening) and any Sunday newspaper which is produced and published in London, including any edition of such newspaper produced and published elsewhere than in London, in accordance with conditions of production negotiated by the Association.

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 and partnership firms.

"Secretary" shall include a temporary or Assistant Secretary, and any person appointed to perform the duties of the Secretary.

Number of  
members  
unlimited

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

Eligibility  
of pro-  
prieters of  
specified  
newspapers

3. The proprietors whether individuals or corporations of any newspaper approved by the Association shall be the only persons who shall be eligible for membership of the Association. Provided that only one individual or corporation shall be eligible for membership in respect of any one newspaper but an individual or corporation may be eligible for membership in respect of more than one newspaper. Provided further that in admitting an individual or corporation to membership in respect of a newspaper or registering him as a member in respect of an additional newspaper, the Association may decide that such membership shall be confined to specified editions of such newspaper if it produces editions published in more than one centre.

Application  
for  
admission

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

"To the Secretary of THE NEWSPAPER PUBLISHERS  
"ASSOCIATION LIMITED.

"We,

"of

"proprietors of

"desire to be admitted to membership in

1  
"respect of the said newspaper, and we  
"request you to enter our name in your  
"register of members accordingly, subject to  
"your Memorandum and Articles of Association.

"Dated this                      day of                      ."

Entrance  
fee

5. The Association shall from time to time fix the sum to be paid to the Association by way of entrance fee on admission to membership. Where a member of the Association is registered as a member in respect of an additional newspaper he shall pay an entrance fee in respect of such newspaper. Every member shall pay his entrance fee before or immediately after his admission.

Annual sub-  
scription

6. Every member shall pay to the Association an annual subscription calculated at the rate of one penny in the pound (or such greater or lesser sum in the pound as the Association in General Meeting shall from time to time determine) on the amount of the wages paid by him during the twelve months to the preceding 30th day of June in the mechanical and publishing departments of his business for producing and publishing the newspaper or newspapers in respect of which he is a member. Where a newspaper is produced otherwise than on the premises of the proprietor and the amount of the said wages cannot be accurately ascertained, the member shall pay an annual subscription in respect thereof of such amount as the Association in General Meeting shall from time to time fix. The amount of subscription of any member shall not be less than £60 unless some other sum is fixed by the Association in General Meeting.

Time for  
payment of  
subscription

7. The annual subscription shall be paid each year on the 1st day of July or on such other day as the Association shall from time to time determine and when the Association shall have fixed such day 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, and shall furnish to the Association full particulars as to the wages paid to the persons in the departments specified in Clause 6, employed by him during the preceding twelve months. Where a member is admitted or acquires an additional paper in respect of which he becomes registered as a member after the month of August he shall forthwith pay such proportion of the current year's subscription as the Association may determine.

Default

8. If any member fails to pay any subscription or other moneys due from him on the day appointed

for paying the same, the Association may, at any time thereafter during such time as such moneys remain unpaid, serve a notice on such member requiring him 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 his membership terminated.

#### Forfeiture

9. If the requisitions of such notice as aforesaid are not complied with, the Association may at any time thereafter before payment of such moneys by resolution declare that the membership of the defaulting member shall be terminated, and such resolution shall be effective, but 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 subscriptions and other moneys owing at the time of the termination together with interest thereon from the time of termination until payment and the Association may enforce the payment thereof as it thinks fit.

#### Cesser of membership

10. A member shall vacate his membership if by notice in writing to the Association he resigns his membership, or if he disposes of all his interest in the newspaper or newspapers in respect of which he is a member. The membership of an individual member shall terminate on the death of such member.

#### Successor to retiring member

11. Where a member vacates his membership under the last preceding clause his successor in the ownership of the newspaper of which he was the proprietor may apply for admission to membership in his place, and in case such successor shall be admitted he shall be exempt from entrance fee and from the current year's subscription if the same shall have been paid by his predecessor.

#### Power to enforce withdrawal

12. The Association may at any time by Extraordinary Resolution passed by a three-fourths majority request any member of the Association to withdraw from the Association, and on service upon such member of notice of the passing of such

1  
resolution he shall cease to be a member of the Association.

Liability  
of  
vacating  
member

A person who vacates his membership under this or the last preceding clauses shall remain liable to pay to the Association all sums of money due from him at the time he vacates his membership, and he shall forthwith pay the same to the Association accordingly.

Members'  
representatives

13. Every member of the Association being an individual shall be entitled in respect of each newspaper for which he is registered as a member to appoint two alternate delegates, either of whom shall be entitled to attend all meetings of the Association as the delegate of such member in his absence and to take part in and speak and vote at such meetings as if he were a member of the Association.

Every member of the Association being a corporation shall be entitled in respect of each newspaper for which it is registered as a member to appoint a 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 being a corporation shall also be entitled to appoint two alternate delegates of such representative, either of whom 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.

Appointments of alternate delegates by an individual member shall be signed by the said member, and appointments by corporations of representatives and alternate delegates shall be signed on behalf of the corporation by the Chairman of the directors of such corporation or by such other officer as may have been duly authorised by the corporation to sign the same.

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

"Appointment by individual proprietor.  
"To the Secretary of THE NEWSPAPER PUBLISHERS  
"ASSOCIATION LIMITED.

"I,  
"of

"owner of the  
"being a member of THE NEWSPAPER PUBLISHERS  
"ASSOCIATION LIMITED, hereby appoint  
" , of  
" , or failing him,  
" , of  
" , alternately as my  
"delegate in respect of the said newspaper.

"Dated the            day of            ."

"Appointment by corporation proprietor.  
"To the Secretary of THE NEWSPAPER PUBLISHERS  
"ASSOCIATION LIMITED.

"We,  
"of  
"owners of  
"being a member of THE NEWSPAPER  
"PUBLISHERS ASSOCIATION LIMITED, hereby  
"appoint  
"of  
"as our representative and  
" , of  
"or failing him,  
"of  
"alternately as our delegates in respect of  
"the said newspaper."

Instruments appointing representatives and delegates must be deposited at the registered office and shall not become operative or take effect until so deposited. Every representative and delgate 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. Instruments appointing representatives and delegates shall be deemed to confer authority to demand or join in demanding a poll.

General,  
Annual and  
Extra-  
ordinary  
Meetings

14. The affairs of the Association shall be managed by the members in general meetings which shall be held at such intervals as the Association may from time to time determine or as may be deemed necessary by the Chairman, Vice-Chairman or Secretary. Such meetings of the Association shall be called Council Meetings.

15. Every year there shall be held in the month of December or such other time as may be prescribed by the Association in Council Meeting

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 Statutes 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.

16. The Chairman, Vice-Chairman or Secretary of the Association may, whenever they think fit, convene a Council Meeting and they shall, at the request of not less than one-tenth of the members of the Association, forthwith proceed to convene a Council Meeting in accordance with the following provisions :-

- (1) The request must state the objects of the meeting and must be signed by the requirers and deposited at the registered office of the Association, and may consist of several documents in like form, each signed by one or more requirers.
- (2) If the Chairman and Vice-Chairman or Secretary do not proceed to cause a meeting to be held within seven days from the date of the request being so deposited, the requirers, or a majority of them, may themselves convene the meeting, but any meeting so convened shall not be held after three weeks from the date of such deposit.

How  
requirers  
convene

17. Any meeting convened under the last preceding clause by the requirers shall be convened in the same manner as nearly as possible as that in which meetings are convened by the Secretary, that is to say, in accordance with the following clause.

Notice of  
meeting

18. Such notice as is reasonably possible shall be given of Council Meetings. Such notice may be given either in writing or by telephone to the registered place of address of members or such other place as they may from time to time specify. Where possible the general nature of the business to be transacted at meetings shall be specified in the notice, but the absence of any statement as to the nature of the business to be transacted shall not invalidate the meeting.

Extra-  
ordinary  
and  
special  
resolutions

19. Whenever it is intended to pass an Extraordinary or a Special Resolution, the meeting shall be convened in accordance with the provisions of the Statutes.

As to  
omission  
to give  
notice

20. The accidental omission to give notice of any meeting to any of the members or the accidental failure of such notice to reach any member shall not invalidate any resolution passed at any such meeting.

Business  
of  
Annual  
Meeting

21. 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 presents may suitably be transacted at an Annual General Meeting.

Eligibility  
of  
Chairman  
and Vice-  
Chairman  
for re-  
election

The Chairman and Vice-Chairman of the Association elected at the Annual General Meeting shall hold office until the conclusion of the Annual General Meeting of the Association in the next succeeding year. 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.

Quorum

22. Seven members personally present shall be a quorum for the Annual General Meeting or a Council Meeting, and no business shall be transacted at any meeting unless the quorum requisite be present at the commencement and for the duration of the business.

Chairman  
of  
meetings

23. 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.

How  
questions  
to be  
decided at  
meetings

24. 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 shall not have a casting vote.

Votes of  
members

25. Every member present or represented shall have one vote for each newspaper in respect

15  
of which he 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 he is entitled to more than one vote.

What is to be evidence of the passing of a resolution where poll not demanded

26. At any meeting, unless a poll of all the members of the Association is demanded, a declaration by the Chairman or other individual occupying the chair at that 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 book of proceedings 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.

Poll

27. At any meeting any member may demand a poll of all the members of the Association and if so demanded it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, after such interval or adjournment as having regard to all the circumstances is reasonably possible in the opinion of the Chairman of the Meeting, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Business may proceed notwithstanding demand of poll

28. 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.

Method of filling office of Chairman or Vice-Chairman when casual vacancy occurs

29. 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 Council 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.

Persons eligible for offices of Chairman and Vice-Chairman

No person shall be eligible for election as Chairman or Vice-Chairman of the Association unless he shall be a member of the Association or the representative or one of the representatives duly appointed pursuant to Article 13 hereof of a member of the Association and 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 some other member intending to propose

him has at least seven clear days before the meeting left at the registered office of the Association a notice in writing under his hand signifying his candidature for office or the intention of such member to propose him.

Delegation  
of powers  
to  
committees

30. The Association may delegate any of its powers to committees consisting of such member or members of the Association and/or such representative or representatives of any member or members of the Association as the Association thinks fit, and may at any time dissolve or reconstitute any such committee so appointed or remove any member thereof or appoint any additional person being a member or a representative of a member of the Association to be a member thereof. Any committee 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.

Procedure  
of  
committees

31. Any such committee consisting of two or more persons may, subject to any regulations made by the Association under the last preceding clause, meet together for the performance of the duties delegated to it, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the number necessary to constitute a quorum.

Validity  
of acts of  
committees

32. All acts done by any meeting of any such committee or by any person acting as a member of any such committee 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 such committee.

Accounts  
to be  
kept

33. 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 of the Association or at such other place or places as the Association shall determine.

Inspection  
by  
members

34. 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.

Accounts to  
be audited  
annually

35. Once at least in every year the accounts of the Association shall be examined by one or more Auditor or Auditors.

When  
accounts  
to be  
deemed  
finally  
settled

36. Every account of the Association when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

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

How notices  
to be  
served on  
members

38. 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 letter, envelope or wrapper addressed to such member at his registered place of address, or such address as he may have specified for the purpose of reception of notices.

Signatures  
for  
Association

39. The signature to any notice to be given by the Association may be written or printed.

Indemnity

40. Every officer or servant 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 servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

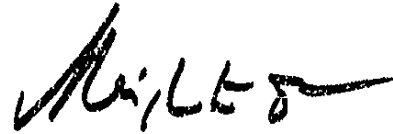
THE COMPANIES ACT 1948 to 1967

THE NEWSPAPER PUBLISHERS ASSOCIATION  
LIMITED

No. of Company 89611

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This is the Exhibit marked "D" referred  
to in a Statutory Declaration of ARNOLD  
ABRAHAM GOODMAN, THE LORD GOODMAN and  
MARMADUKE JAMES HUSSEY made before me  
this 28th day of February 1975



Alan Leighton Davis  
Solicitor

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GOODMAN DERRICK & CO.  
4 Little Essex Street  
Strand, London, W.C.2

No. of Company ..... 89611... 81 .....

**THE COMPANIES ACT 1948 TO 1967****Application by an existing company  
for registration as a limited company***Pursuant to Sections 384, 385 and 386 of the Companies Act 1948*Name of Company THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED .....

Application for registration as a limited company under the Companies Acts 1948 to 1967 by the above company,

constituted by Certificate of Registration as an Employers Association .....under the Industrial Relations Act 1971dated the ..... 12th May ..... 19 72 ... which desires to register itself as a companylimited by .... Guarantee ..... under the Companies Acts 1948 to 1967,by the name of / THE NEWSPAPER PUBLISHERS ASSOCIATION ..... Limited

and, for that purpose, delivers the under-mentioned documents for registration under the said Acts.

Signed .....

State whether Director or Secretary .....

Date .....

Documents delivered for registration with the foregoing application.

1. Copy of the Memorandum and Articles of Association .....
- constituting or regulating the company.
2. ~~List of the members of the company made up to the~~ ..... 19 .....
- (on form no. 19)
3. ~~Statement specifying particulars required by section 384(c) (on form no. 21)~~
4. List showing names, addresses and occupations of the directors or other managers and the secretary of the company.
5. Copy of resolutions of the company assenting to its registration as a limited company, and adding the word "limited" to its name (on form no. 22)
6. Declaration by \* The Chairman and Vice Chairman respectively .....
- of the company, verifying the particulars set forth in the documents above-mentioned (on form no. 23)

\* This declaration to be by any two directors or other principal officers of the company

Presented by: Slaughter and May,  
35 Basinghall Street,  
London EC2V 5DB

2/

THE COMPANIES ACT 1948 to 1967  
THE NEWSPAPER PUBLISHERS ASSOCIATION  
LIMITED

No. of Company 89611

---

This is the Exhibit marked "B" referred  
to in a Statutory Declaration of  
ARNOLD ABRAHAM GOODMAN, THE LORD  
GOODMAN and MARMADUKE JAMES HUSSEY  
made before me this 28th day of  
February 1975



Alan Leighton Davis  
Solicitor

---

GOODMAN DERRICK & CO.,  
4 Little Essex Street,  
Strand, London, W.C.2

No. of Company ....89611.....82.....

## THE COMPANIES ACT 1948 TO 1967

### Registration of an existing company as a limited company

### Copy resolutions assenting to registration with limited liability

*Pursuant to Sections 382(1)(v) and (vii) and 384(c) (iv) of the Companies Act 1948*

Name of Company .....THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED.....

Copy resolutions passed at a general meeting of the above company held on the 21st February.....

19 75... assenting to its being registered with limited liability

(The resolutions to be written or printed here)

THAT

- (a) the Company be registered under Section 382 of the Companies Act 1948 as a company limited by guarantee;
- (b) every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1;
- (c) the name of the Company be The Newspaper Publishers Association Limited.

Signed .....  
15/2/75

State whether Director or Secretary .....Secretary.....

Date.....20/2/75.....

Presented by: Slaughter and May,  
35 Basinghall Street,  
London EC2V 5DB

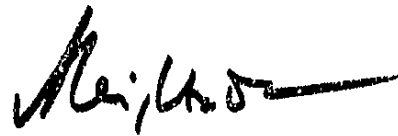
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THE COMPANIES ACT 1948 to 1967

THE NEWSPAPER PUBLISHERS ASSOCIATION  
LIMITED

No. of Company 89611 |

This is the Exhibit marked "C" referred  
to in a Statutory Declaration of ARNOLD  
ABRAHAM GOODMAN, THE LORD GOODMAN and  
MARMADUKE JAMES HUSSEY made before me,  
this 28th day of February 1975



Alan Leighton Davis  
Solicitor

GOODMAN LERRICK & CO.,  
4 Little Essex Street,  
Strand, London, W.C.2

No. of Company ... 89611 ... 183

## THE COMPANIES ACT 1948 TO 1967

### Registration of an existing company

#### Declaration verifying documents delivered to the Registrar of Companies with application for registration

Pursuant to Section 386 of the Companies Act 1948

Name of Company ... THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED

We, ... ARNOLD ABRAHAM GOODMAN THE LORD GOODMAN  
of Flat 2, 79 Portland Place, London W.1.

and ... MARMADUKE JAMES HUSSEY  
of 86 Chelsea Park Gardens, Chelsea, London S.W.3.  
respectively

being two of the Chairman and Vice Chairman of the above company, do solemnly

and sincerely declare that the particulars set forth in the several documents accompanying this Declaration,

and marked respectively with the letters "A", "B", "C", "D" ...

are true; and we make this solemn Declaration conscientiously believing the same to be true, and by virtue of

the provisions of the Statutory Declarations Act, 1835.

Declared at 4 LITTLE ESSEX STREET  
STRAND LONDON WC.2

the 28th day of February

one thousand nine hundred and Seventy Two

before me.

Meighlin Davis  
Solicitor

A ~~Commissioner for Oaths~~ (see note (b) below)

(a) To be signed by two or more directors or other principal officers

(b) or Notary Public or Justice of the Peace

Presented by: Slaughter and May,  
35 Basinghall Street,  
London EC2V 5DB.

Margin reserved for binding



## CERTIFICATE OF INCORPORATION

No. 89611 184

I hereby certify that

THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 13th March 1975

A handwritten signature in cursive script, appearing to read 'N Taylor'.

N. TAYLOR

Assistant Registrar of Companies

REGISTERED NUMBER 89611

THE COMPANIES ACTS 1948 TO 1983

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

-of-

THE NEWSPAPER PUBLISHERS ASSOCIATION LIMITED

Passed February 29th 1984

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 6 Bouverie Street London EC4 on February 29th 1984 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be and they are hereby amended as follows:-

(a) By the addition in Article 1 of the following:

- "Proprietor (i) Any actual proprietor of a newspaper; or  
(ii) Any corporation ("Parent Company") of which an actual proprietor is a wholly owned subsidiary (whether directly or indirectly);  
or  
(iii) Any corporation which is a wholly owned subsidiary (whether directly or indirectly) of an actual proprietor



In these presents wholly owned subsidiary shall bear the same meaning as in proviso (c) (ii) to Section 200(2) of the Companies Act 1948."

(b) By the deletion in Article 3 of the words:

"Proprietors whether individuals or corporations of any newspaper approved by the Association shall be the only persons who shall be eligible for membership of the Association."

and the substitution therefor of the following:

"Proprietors shall be the only persons who shall be eligible for membership of the Association and the question whether any proprietor shall be admitted to membership shall be determined by an ordinary resolution."

A handwritten signature in dark ink, appearing to read 'Richard Hess', is written over a horizontal line.

Chairman