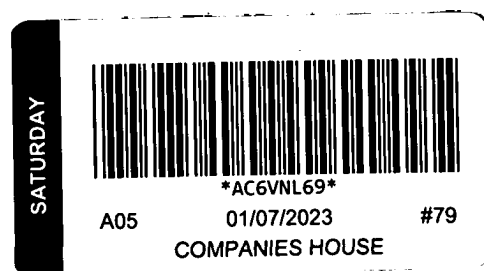

Dated: 23rd June 2023

AUDIT BUREAU OF CIRCULATIONS LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

Incorporated the 14th day of October 1931

Company No. 259647



Company No. 259647

THE COMPANIES ACT 1929

AND

THE COMPANIES ACTS 1948 to 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

(As amended by Special Resolutions passed 8th December 1937, 16th October 1973, 10th November 1977, 19th November, and 24th September 2003, 11th December 2009, 26th February 2016, 31st March 2017 and 2023)

of

Audit Bureau of Circulations Limited

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
THOMAS BELL, 86, Madeley Road, Ealing, London, W.5. Advertising Manager, Kodak Limited, London.
EWART JOHN ROBERTSON, 25, Sloane Court, London, S.W.3. Newspaper Manager.
REGINALD JAMES SYKES, Highfield, Watford, Herts. Director of Companies.

BERTRAM EDWIN KENT, Challow, Radlett. Advertising Manager, Allen & Hanburys Ltd., London.
CHARLES HERBERT WHITTAKER, The Spinney, Barn Green, Worcs. Advertising Manager, Cadbury Bros. Ltd., Bournville.
ROGER BEVAN CREWDSON, 16 Norfolk Crescent, London, W. Newspaper Proprietor.
EDWARD HENRY TILLET, "Sandylands" Alwoodley, Leeds. Newspaper Manager.

DATED this 7th day of October 1931.

WITNESS to the above signatures:

ALFRED H ANGUS,
48 Lexham Gardens, London W.8.
Company Secretary (I.S.B.A. Ltd)

Company No. 259647

THE COMPANIES ACT 1985 AND 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

(Adopted by special resolution passed on 23rd June 2023)

of

Audit Bureau of Circulations Limited

GENERAL

1. The regulations contained in Table A and/or Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and The Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 (SI 2007/2826) and the model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008)) in force at the time of adoption of these Articles shall not apply to ABC (as defined below) and these Articles (as defined below) shall be the regulations of ABC.

2.

- 2.1 In these Articles, unless there is something in the subject or context inconsistent therewith, the following words shall have the following meanings, that is to say:

"ABC" means the above-named company;

"the Act" means the Companies Act 2006 (as amended from time to time);

"these Articles" means these Articles of Association, whether as originally adopted or as from time to time altered by special resolution;

"the Auditors" means the auditors of ABC for the time being;

"the Board" means the board of directors of ABC and "member of the Board" shall be construed accordingly;

"the Chairman" means the person holding the office of Chairman of ABC for the time being;



"the Chief Executive" means the person holding the office of Chief Executive of ABC for the time being;

"Digital Property" means a means of providing information via any electronic or digital medium;

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

"electronic copy", "electronic form" and "electronic means" have the meanings given in section 1168 of the Act;

"hard copy" and "hard copy form" have the meanings given in section 1168 of the Act;

"member" means a member (as defined in section 112 of the Act) of ABC;

"the Secretary" means the person holding the office of Secretary of ABC for the time being;

"the Statutes" means the Companies Acts (as defined in section 2 of the Act) and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting ABC; and

"in writing" means hard copy form or, to the extent agreed/or deemed to be agreed by a provision of the Statutes), electronic form or website communication.

2.2 In these Articles:

- 2.2.1 Unless the context otherwise requires, words or expressions shall bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company;
- 2.2.2 Words importing the masculine gender only shall include the feminine gender and the neuter (as appropriate);
- 2.2.3 References to any Statute or statutory provision include, unless the context otherwise requires, a reference to that Statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant Statute or statutory provision;
- 2.2.4 Where the word "address" appears in these Articles it is deemed to include postal address and, where applicable, electronic address;
- 2.2.5 The expression "working day" in relation to a period of notice means any day other than Saturday, Sunday and Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealing Act 1971 in the part of the UK where the company is registered;

- 2.2.6 The expression “clear days” in relation to a period of notice to call a meeting means the number of days referred to excluding the day when the notice is given and the day of the meeting;
 - 2.2.7 Words signifying the singular shall include the plural and vice versa;
 - 2.2.8 Words signifying persons shall include individuals, firms, partnerships, companies, corporations or other legal entities;
 - 2.2.9 The provisions of the Statutes relating to sending documents apply where any provision in these Articles uses the words 'sent', 'supplied', 'delivered', 'provided', 'given', 'produced', 'circulated' or any derivation of those words;
 - 2.2.10 The headings are inserted for convenience only and shall not form part of, or affect the construction of, these Articles; and
 - 2.2.11 The word "address" where it appears in these Articles includes postal address and electronic address and "registered address" shall be construed accordingly.
- 3. The registered office of ABC will be situated in England.
 - 4. The objects for which ABC is established are:
 - 4.1 to secure, disseminate and audit data or processes relating to any media (in any format) or exhibition space and to approve standard forms and methods for ascertaining this data and undertaking this audit work, such services to be known as "ABC" or by such other names and descriptions as the Board may determine from time to time;
 - 4.2 to disseminate in any manner education and educational material related to systems of collection, perpetuation, analysis and publication of information relating to the media, publishing, advertising, and exhibition industries (including any Digital Property);
 - 4.3 to collect and distribute amongst members of ABC information relating to all forms and methods of advertising;
 - 4.4 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which ABC may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of ABC;
 - 4.5 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of ABC as may be thought expedient with a view to the promotion of its objects;
 - 4.6 to undertake and execute any trusts which may lawfully be undertaken by ABC and may be conducive to its objects;
 - 4.7 to borrow or raise money for the purposes of ABC on such terms and on such security as may be thought fit;

- 4.8 to invest the moneys of ABC not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law;
- 4.9 to establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way concerned with the purposes of ABC or calculated to further its objects; and
- 4.10 to do all such other things which in the opinion of the Board can be carried on advantageously in connection with the above objects or incidentally thereto,

PROVIDED that ABC shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of ABC would make it a trade union.

5. The income and property of ABC, whencesoever derived, shall be applied solely towards the promotion of the objects of ABC as set forth in **Article 4** and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of ABC.

PROVIDED that nothing in these Articles shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of ABC, or to any member of ABC, in return for any services actually rendered to ABC, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member of ABC; but so that no member of the Board shall be appointed to any salaried office of ABC or any office of ABC paid by fees without the consent of the Board, and that no remuneration or other benefit in money or money's worth shall be given without the consent of the Board by ABC to any member of the Board except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to ABC; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board may be a director, other officer or employee, or in which such member shall not hold more than three per cent of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. The number of members of ABC is declared to be unlimited.

7.

- 7.1 The members of ABC shall be:

7.1.1 The News Media Association; and

The Professional Publishers Association Limited

(who are hereinafter referred to as the "Permanent Publisher Members");

The Incorporated Society of British Advertisers Limited; and

The Institute of Practitioners in Advertising

(who are hereinafter referred to as the "Permanent Buyer Members" and, together with the Permanent Publisher Members, the "Permanent Members"); and

- 7.1.2 all such other persons as the Board shall admit to membership of ABC in accordance with the provisions hereinafter contained.
- 7.2 The register of members of ABC shall in the case of each member show whether it is:
 - 7.2.1 a Permanent Member; or
 - 7.2.2 a proprietor or publisher of a newspaper, periodical or Digital Property; or
 - 7.2.3 an advertiser of commodities or services in a newspaper, periodical or Digital Property; or
 - 7.2.4 an advertising agency; or
 - 7.2.5 a provider of exhibition space; or
 - 7.2.6 a user of exhibition space; or
 - 7.2.7 an Associate Member, being any person interested in the activities of ABC to whom the Board wishes to extend the privileges of membership.
- 7.3 Any member who falls within the categories referred to in **Articles 7.2.2 or 7.2.5** may register with ABC the name or names of any newspaper, periodical or Digital Property owned or published by him or the name or names of any exhibition owned or organised by him.
- 8.
 - 8.1 The subscribers to the Memorandum of Association of ABC and such other persons as are admitted to membership in accordance with these Articles shall be members of ABC. Every person who wishes to become a member shall deliver to ABC an application for membership in such form as the Directors require to be executed by him agreeing to be bound by the Memorandum of Association of ABC and these Articles and on being so admitted his name shall be entered in the register of members of ABC.
 - 8.2 Subject to all moneys owed by a member to ABC having been paid, a member may at any time withdraw from ABC by giving at least seven clear days' notice in writing to ABC provided that after such retirement the number of members remaining is not less than two.
 - 8.3 Membership shall:
 - 8.3.1 not be transferable;

8.3.2 cease if the member, being a body corporate, becomes insolvent by reason of its inability to pay its debts when they fall due, enters into liquidation, passes a resolution for its own winding up (other than for the purpose of a bona fide reconstruction or amalgamation not involving insolvency), makes any proposal to its creditors for a composition or arrangement in satisfaction of its debts, makes or suffers an application to the court for an order, the appointment of a receiver or an administrator, is dissolved, or otherwise ceases to exist.

9. The liability of the members is limited.
10. Every member of ABC undertakes to contribute to the assets of ABC, 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 ABC 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 one pound sterling.
11. If upon the winding up or dissolution of ABC there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of ABC, but shall be given or transferred to some other institution or institutions having objects similar to the objects of ABC, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on ABC under or by virtue of **Article 5**, such institution or institutions to be determined by the members of ABC at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.
12. True accounts shall be kept of the sums of money received and expended by ABC, and the matters in respect of which such receipts, and expenditure take place, and of the property, credits and liabilities of ABC; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of ABC for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of ABC shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

GENERAL MEETINGS

13. ABC shall in each year hold a general meeting as its annual general meeting (an **Annual General Meeting**) in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of ABC and that of the next. The Annual General Meeting shall be held at such time and place as the Board may determine (including by any such method as permitted by Article 16).
14. All general meetings other than Annual General Meetings shall be called **General Meetings**. References in these Articles to General Meetings shall include, unless the context otherwise requires, Annual General Meetings.



15. The Board may, whenever they think fit, convene a General Meeting of the Company, and General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by sections 303 to 305 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two members of ABC may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
16. A General Meeting may be held by any suitable electronic means in which each participant may communicate with all the other participants. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any member so present, subject to any other provision of these Articles and the Statutes, to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the Chairman is for that meeting. The Board may resolve that access to any General Meeting may be partially or only by teleconference, video-conference or any other virtual format. It shall not be necessary for two or more members to be physically present in the same place for such a meeting to take place.
17. If the Chairman of the General Meeting decides (acting in his/her sole discretion) that an electronic facility has become inadequate for the purposes referred to in Article 16, then the Chairman may, without having to seek the consent of the meeting given that this may not be practicable in the circumstances, exercise his or her rights to manage the meeting by pausing, interrupting or adjourning such General Meeting. All business conducted at that General Meeting up to the time of that adjournment shall be valid. The provisions of Article 27 shall apply to any such adjournment.

NOTICES OF GENERAL MEETINGS

18. An Annual General Meeting and any other General Meeting shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and the general nature of that business (and, if any resolution is to be specified as a special resolution, contain a statement to the effect and the text of the resolution) and shall be given in the manner hereinafter provided, or in such other manner, if any, as may be provided by ABC in General Meeting (in each case subject to the Act), to such members as are, under these Articles, entitled to receive such notices from ABC and to ABC's Auditors.

PROVIDED that an Annual General Meeting or any other General Meeting of ABC shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent. of the total voting rights at that meeting of all the members.

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



20. Notwithstanding that ABC does not have a share capital, every notice convening a General Meeting shall comply with the provisions of section 325(1) of the Act as to giving information to members in regard to their right to appoint proxies.
21. For the purposes of these Articles, a notice of meeting must be given in accordance with section 308 of the Act, that is in hard copy form, electronic form or by means of a website.
22. Electronic communication:
- If notice of a meeting is sent in electronic form:
- 22.1 the person entitled to receive such notice must have agreed that the notice can be sent to him in that way and not revoked that agreement or, in the case of a company, be deemed to have agreed to receive notice in that way by a provision in the Statutes; and
- 22.2 the notice must be sent to the address specified by the person entitled to receive such notice or, in the case of notice sent to a company, an address which is deemed to have been specified by any provision of the Statutes.
23. Notice of meeting on a website:
- ABC may send or supply a notice of meeting by making it available on a website and where ABC makes that notice of meeting available on a website, ABC must:
- 23.1 comply with the provisions of **Articles 90 and 91**;
- 23.2 notify persons entitled to receive such notice that the notice of meeting has been published on the website, such notification to state that it concerns a notice of meeting, to specify the place, date and time of the meeting and whether the meeting will be an Annual General Meeting; and
- 23.3 ensure that the notice is available on the website throughout the period beginning with the first date on which the notice of meeting is given and ending with the conclusion of the meeting.
24. A notice which is treated as given to a person by virtue of **Article 21** is treated as given at the same time as the notification referred to in **Article 23.2**.

PROCEEDINGS AT GENERAL MEETINGS

25. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, eight persons entitled to vote upon the business to be transacted, each being a duly authorised representative of a member, or a proxy for a member, shall be a quorum, save that if and for so long as the Company has less than eight persons as members, the number of members present in person or by proxy equal to the number of members of ABC at that point in time shall be a quorum.
26. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be

dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

27. With the consent of any meeting at which a quorum is present (save in respect of any adjournment made pursuant to Article 17), the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting (or in the case of any adjournment pursuant to Article 17, the Chairman) shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
28. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose another member of the Board, or if no such member be present, or if all members of the Board present decline to take the chair, they shall choose another member who shall be present to preside.
29. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - 29.1 by the chairman of the meeting; or
 - 29.2 by not less than five members having the right to vote on the relevant resolution; or
 - 29.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote on the relevant resolution,

and a demand by a person as proxy for a member shall be the same as a demand by the member. Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried whether unanimously or by a particular majority or not carried by a particular majority shall be conclusive and an entry to that effect in the minute book of ABC shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

30. Notwithstanding sections 281(3) and 282 of the Act, in the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall be entitled to a further or casting vote.
31. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
32. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

33. Subject as hereinafter provided, on a show of hands every member who is present in person or by a duly authorised representative or by a proxy shall have one vote. On a poll a member who registers a name or names pursuant to **Article 7.3** shall have one vote for each name registered.
34. No person other than a member duly registered (or the duly authorised representative or duly appointed proxy of such a member) and who shall have paid every subscription and other sum (if any) which shall be due and payable to ABC in respect of his membership, shall be entitled to be present or to vote on any question at any General Meeting.
35. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver, curator bonis or other person authorised in that behalf. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable. In calculating the time period in this Article, no account shall be taken of any part of a day that is not a working day.
36. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to ABC pursuant to any rules or bye-laws made by the Directors under these Article or otherwise have been paid.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

PROXIES

38. A member may appoint a proxy to attend and to speak and vote on its behalf at a General Meeting.

38.1 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“NAME [Limited]

I [NAME] of [ADDRESS] being a member of the above-named Company hereby appoint [NAME] of [ADDRESS] as my proxy to vote in my name and on my behalf at a general meeting of the Company to be held on [DATE], and at any adjournment thereof.

Signed on [DATE].”

38.2 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“[NAME] [Limited]

I [NAME] of [ADDRESS] being a member of the above named Company, hereby appoint [NAME] of [ADDRESS] or failing him [NAME] of [ADDRESS] as my proxy to vote for me in my name and on my behalf at a general meeting of the Company to be held on [DATE], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

* Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [DATE].”

38.3 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

38.4 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notarially or in some other way approved by the Directors may:

38.4.1 in the case of a proxy not being sent in electronic form be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

38.4.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

38.4.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of that meeting or to the secretary or to any director;

38.4.4 a proxy appointment which is being sent in electronic form must be received at an address specified by the Company for the purpose of receiving such communications in electronic form:

38.4.4.1 in (or by way of a note to) the notice convening the meeting; or

38.4.4.2 in any form of proxy appointment sent out by the Company; or

38.4.4.3 in any invitation contained in an electronic form to appoint a proxy issued by the Company,

in each case not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote or in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the poll is taken or where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of that meeting or to the secretary or to any director.

An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

38.5 In calculating the time periods in **Article 38.4**, no account shall be taken of any part of a day that is not a working day.

38.6 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise

than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

WRITTEN RESOLUTIONS

39. Subject to the provisions of the Act, a resolution in writing signed by such number of members for the time being entitled to receive notice of and to attend and vote at general meetings as is required by the Act (whether in the form of one document or separate documents in identical form) shall be as valid and effective as if the same had been passed at a general meeting of ABC duly convened and held.
40. A written resolution, proposed in accordance with section 288(3) of the Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
41. For the purposes of **Article 40**, "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

BOARD OF MANAGEMENT

42. The Board shall consist of the Chairman, the Chief Executive, eight Publisher Directors and eight Buyer Directors (each as defined below).
43. Eight of the Directors for the time being shall be representatives of members of ABC which are either proprietors or publishers of newspapers, other periodicals or Digital Properties or are providers of exhibition space (the "Publisher Directors"). Of such Publisher Directors, three shall be representatives of the Permanent Publisher Members (the "Permanent Publisher Directors") and the remainder shall be representatives of a member nominated by the relevant Permanent Publisher Member or in the case of a nominated Publisher Director for Publisher Director Digital Properties' Owners/Publishers only, a nominee of The Internet Advertising Bureau UK (IAB) (unless the Board in its absolute discretion decides that another industry body may replace the IAB for these purposes (the "Nominated Publisher Directors"), in each case as set out in the following table:

Category of Publisher Member	Permanent Publisher Directors (representative of)	Nominated Publisher Directors	Total
National Newspapers	1 representative of News Media Association (NMA) (Nationals)	1 nominated by NMA (Nationals)	2
Regional Press Paid and Free Newspapers	1 representative of News Media Association (NMA) (Regionals)	1 nominated by NMA (Regionals)	2
Consumer Magazines		1 nominated by PPA	3



Business to Business Magazines	1 representative of The Professional Publishers Association (PPA)	1 nominated by PPA	
Digital Properties' Owners/Publishers	-	1 nominated by IAB (unless the Board in its absolute discretion decides that another industry body may replace the IAB for these purposes)	1
Total Publisher Directors			8

44. Eight of the Directors for the time being shall be representatives of members of ABC which advertise commodities or services in any newspaper, periodical or Digital Property or which are advertising agencies or which are users of exhibition space (the "Buyer Directors"). Of such Buyer Directors, two shall be the representatives of the Permanent Buyer Members (the "Permanent Buyer Directors") and the remainder shall be representatives of a member nominated by the relevant Permanent Buyer Member or, in the case of a nominated Buyer Director for Advertisers on Digital Properties only, a nominee of a buy-side industry body as the Board may decide (the "Nominated Buyer Directors"), in each case as set out in the following table:

Category of Buyer Member	Permanent Buyer Directors (representative of)	Nominated Buyer Directors	Total
Advertisers	The Incorporated Society of British Advertisers (ISBA)	2 nominated by ISBA	3
Advertising Agencies	The Institute of Practitioners in Advertising (IPA)	3 nominated by IPA	4
Advertisers on Digital Properties	-	1 nominated jointly by ISBA (unless the Board in its absolute discretion decides that another industry body may replace ISBA for these purposes) and the IPA (unless the Board in its absolute discretion decides that another body may replace IPA for these purposes)	1
Total Buyer Directors			8

45. Each Nominated Publisher Director and each Nominated Buyer Director shall serve as a member of the Board for a two year term. At the conclusion of such term, the Permanent Member which nominated him shall either nominate him for a further two year term or nominate a replacement, but no Nominated Publisher Director or

Nominated Buyer Director may serve on the Board for more than six years (commencing from 1 January 2010 and whether consecutively or otherwise) unless the Board otherwise determines by unanimous resolution that such Director can be re-appointed for further one year terms. There shall be no maximum number of further one year terms which any Director can serve for if so nominated by the applicable Permanent Member, save that the Board must determine by unanimous resolution that such Director can serve for each further one year term. If a Nominated Publisher Director or Nominated Buyer Director vacates his office as a member of the Board, for any reason, prior to the conclusion of his term of office, the Permanent Member which nominated him shall nominate a replacement, who shall commence a new two year term.

46. A Permanent Member shall be entitled from time to time by notice in writing to ABC to replace the Director representing it on the Board but there shall be no limit as to the term for which any Permanent Publisher Director or any Permanent Buyer Director may serve as a member of the Board. An alternate for any Permanent Publisher Director or Permanent Buyer Director may be nominated by notice in writing from the member which such Director represents and such alternate shall be entitled while his appointment subsists to attend and vote at any meeting of the Board and shall be counted as part of the quorum.

POWERS OF THE BOARD

47. The business of ABC shall be managed by the Board which may exercise all such powers of ABC and do on behalf of ABC all such acts as may be exercised and done by ABC to further the objects of ABC set out in **Article 4** as are not by the Act or by these Articles required to be exercised or done by ABC in general meeting. No alteration of the Memorandum of Association or of these Articles shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made.
48. The Board shall have power to admit to membership of ABC such persons on such terms as to subscription and otherwise as the Board shall think fit and shall not be bound to assign any reason for their decision but nothing in these Articles shall entitle the Board to discriminate in any way between applicants for membership by reason of race, colour, sex, creed, age or disability. The Chief Executive acting on behalf of the Board shall sign the Certificate of Registration of a new member on behalf of the Board and deal with such other formalities and membership as the Board shall from time to time specify.
49. The Board, or the Chief Executive acting on its behalf, shall be entitled for the reasons and in accordance with the procedure specified in the bye-laws of ABC from time to time in force to expel any member which expulsion may be temporary and/or until such conditions as the Board may require are fulfilled.
50. The continuing Directors may act notwithstanding any vacancy in their number, provided always that in case the Directors shall at any time be reduced in number to less than the necessary quorum of the Board it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.



51. The Board may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.
52. The seal of ABC shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of one Director whose signature must be attested in the presence of a witness or by two Directors or a Director and the Secretary, and the said Directors or Director and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with ABC such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.
53. Cheques drawn on ABC's bankers shall be signed pursuant to such signing authorities as may from time to time be resolved upon by the Board. ABC's banking account shall be kept with such banker or bankers as the Board shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE BOARD

54. A Director shall vacate his office as a member of the Board if:
- 54.1 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 54.2 a registered medical practitioner who is treating him gives a written opinion to ABC stating that he has become mentally or physically incapable of acting as a director and may remain so for more than 3 months; or
- 54.3 he is or has been suffering from mental or physical ill health and the Board resolve at a meeting of the Board that his office be vacated; or
- 54.4 the member that he represents ceases to be a member of ABC or notice is given of his replacement pursuant to **Article 46**;
- 54.5 by notice in writing to ABC he resigns his office;
- 54.6 he ceases to hold office by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director;
- 54.7 in the case of any Nominated Publisher Director or any Nominated Buyer Director, if he is absent from four consecutive meetings of the Board and the Board (after giving him an opportunity of making such oral or written representations as he may wish) resolves that he cease to be a member of the Board;
- 54.8 in the case of any Nominated Publisher Director or any Nominated Buyer Director, six months after ceasing to be an employee, director or representative of a member unless he has become an employee, director or representative of another member within the same membership category (as specified in **Article 7.2**) and this member has agreed to his continued participation on the Board.

PROCEEDINGS OF THE BOARD

55. Subject to the provisions of these Articles, the Board (but not including the Chairman who notwithstanding his position on the Board shall not be entitled to vote) may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of ABC and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:
- 55.1 the admission and classification of member of ABC, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 55.2 the conduct of members in relation to one another, and to ABC's servants;
 - 55.3 the setting aside of the whole or any part or parts of ABC's premises at any particular time or times or for any particular purpose or purposes;
 - 55.4 the procedure at general meetings and meetings of the directors and committees constituted pursuant to **Article 64** in so far as such procedure is not regulated by these Articles; and
 - 55.5 generally, all such matters as are commonly the subject matter of such rules,
 - 55.6 provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association or these Articles.
56. The Board shall have power to alter or repeal the rules or bye-laws referred to in **Article 55** and to make additions thereto. The Board shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to **Article 55** which, so long as they shall be in force, shall be binding on all members.
57. Subject to the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising and resolutions voted on at any meeting of the Board shall be decided by a majority of votes.
58. Any director may participate in a meeting of the Directors or a committee constituted pursuant to these Articles of which he is a member by suitable electronic means (including but not limited to teleconference, video-conference or any other virtual format) whereby all persons participating in the meeting can communicate with the other participants. Participation in a meeting in this manner shall constitute presence of the relevant person at such meeting and entitles any such Director, subject to these Articles and the Statutes, to be entitled to vote and be counted in a quorum accordingly. The Chairman may resolve that access to any meeting of the Directors (or any committee of Directors) may be partially or only by teleconference, video-conference or any other virtual format. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

59. The Board may from time to time make, vary and repeal bye-laws, rules, reporting standards and audit rules for the regulation of the business of ABC and its officers and servants provided that such bye-laws, rules, reporting standards and audit rules shall not be inconsistent with any of these Articles.
60. The quorum necessary for the transaction of business at a meeting of the Board may be fixed by the Board and unless otherwise so fixed shall be eight, comprising at least two Publisher Directors and at least two Buyer Directors, save that if and for so long as ABC has less than eight directors, the quorum may be fixed by the Board and unless otherwise so fixed shall be equal to the number of directors appointed at that point in time, comprising at least one Publisher Director and at least one Buyer Director but shall not need to comprise of a Publisher Director or a Buyer Director (as applicable) if no Publisher Directors or Buyer Directors are appointed.
61. The Chairman shall be remunerated by ABC and, unless otherwise determined by the Board, shall not be an employee, director or representative of, but shall be independent of, any member.
62. Selection of the Chairman will be undertaken by a panel, co-ordinated by the existing Chairman, that includes such number of Publisher Directors and Buyer Directors as the Board shall determine, with formal approval of the proposed Chairman selected by this panel by the Board at the first Board meeting after his selection. The Chairman shall preside at all meetings of the Board at which he shall be present but if no such Chairman be elected or if at any meeting of the Board the Chairman be not present within fifteen minutes after the time appointed for holding a meeting the members of the Board present shall choose one of their number to be chairman of the meeting.
63. The Chairman shall serve an initial term of three years and, subject to Board agreement, may be re-appointed for a further three-year term. No-one who has been Chairman for two three-year terms (whether consecutive or otherwise) shall be eligible to serve for further terms as Chairman, unless the Board otherwise determines by unanimous resolution that such person can be re-appointed for further one-year terms. There shall be no maximum number of further one-year terms which any person can serve as Chairman for and the Board must determine by unanimous resolution that the Chairman be re-appointed for each further one-year term.
- 64.
- 64.1 Subject as hereinafter provided the Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit (with power to sub-delegate) and may from time to time revoke any such delegation and discharge any such committee wholly or in part. The Board may co-opt onto any such committee persons who are not members of the Board and may give such persons voting rights on that committee. A resolution of any such committee shall be effective only if a majority of the members present are members or representatives of members of ABC. Any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

64.2 The Board may not delegate responsibility for the approval of the budget of ABC and substantial departures from budget; approval of the annual accounts of ABC; and corporate strategy.

65.

65.1 A Management Committee shall be constituted that will consist of the Chairman, the Chief Executive, such number of senior executives of ABC as the Board shall decide, one Publisher Director and one Buyer Director. The Publisher Director and the Buyer Director shall be appointed by the Board and each such appointee may be remunerated by ABC.

65.2 The Publisher Director and Buyer Director members of the Management Committee shall serve a two-year term on the Management Committee or such term as the Board shall decide.

65.3 The purpose of the Management Committee is to:

- oversee the general financial, governance and legal position of ABC along with any other matters specifically delegated by the Board;
- ensure ABC is operating in accordance with the policies, plans and budgets agreed by the Board;
- monitor the progress of projects with a significant financial impact on ABC;
- discuss and develop relevant policies and procedures;
- monitor and review the financial performance of ABC in detail;
- develop business plans and budgets

subject always to the ultimate responsibility for these areas remaining with the Board.

The Management Committee shall only be entitled to authorise expenditure up to the limit from time to time set by the Board.

The Management Committee shall be able to appoint and suitably remunerate expert advisers from time to time on issues in relation to which it requires such assistance provided that the cost is within limits set by the Board.

66.

66.1 A Remuneration Committee shall be constituted that will consist of the Chairman and the Publisher Director and Buyer Director who are also members of the Management Committee.

66.2 The purpose of the Remuneration Committee is to manage and approve remuneration and bonus issues relating to the Chief Executive and senior executives of ABC.

67. Reporting Standards Groups (“RSGs”) shall be constituted for such sectors as the Board shall see fit to establish rules and procedures by which data in the relevant sector shall be reported, audited and otherwise dealt with (“Reporting Standards”). The Board shall approve a constitution for each RSG which it shall review from time to time which



shall address, inter alia, the membership and chairmanship of the RSG and the means by which the RSG shall establish Reporting Standards for its sector.

68. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
69. The Board shall cause proper minutes to be made of the proceedings of all meetings of ABC, of the Board and of committees of the Board, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.
70. If, and as a consequence of section 175(6) of the 2006 Act a director cannot vote or be counted in the quorum at a meeting of the Directors then the following apply:
 - 70.1 if the meeting is inquorate then the quorum for that purpose of that meeting shall be one;
 - 70.2 notwithstanding **Article 70.1** if the meeting is still inquorate then it must be adjourned to enable the members of the Company to authorise any situation in which a director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.
71. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted and may consist of several documents in the like form, each signed by one or more members of the Board.
72. Subject to the provisions of the Act and subject to **Article 73**, a Director notwithstanding his office:
 - 72.1 may be a party to or otherwise interested in any transaction or arrangement with ABC or in which ABC is in any way interested;
 - 72.2 may hold any other office or employment with ABC (other than the office of auditor);
 - 72.3 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by ABC or in which ABC is in any way interested;
 - 72.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for ABC or any body corporate in which ABC is in any way interested; and
 - 72.5 shall not by reason of his office be accountable to ABC for any benefit which he derives from such office, service or employment or from any such transaction or arrangement



or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

73. Whenever a Director has an interest (other than as a Director) in a matter (including, without limitation, a transaction or arrangement (whether proposed or otherwise)) to be discussed at a meeting of the Board (or a sub-committee thereof), the Director concerned shall:
- 73.1 declare such interest before discussions begin on the matter; and
 - 73.2 unless the Board resolves otherwise and subject always to the provisions of section 175(6) of the Act concerning the authorisation of any conflict of interest which the Director may have:
 - 73.2.1 withdraw from the meeting for that item;
 - 73.2.2 not be counted in the quorum for that part of the meeting; and
 - 73.2.3 not be entitled to vote on the matter.
74. For the purposes of **Articles 72 and 73** (inclusive):
- 74.1 a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
 - 74.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
 - 74.3 an interest of a person who is for any purpose of the Statutes “connected” (as defined in the Act) with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

ACCOUNTS

75. The Board shall cause proper books of account to be kept with respect to:
- 75.1 the assets and liabilities of ABC;
 - 75.2 the sums of money received and expended by ABC and the matters in respect of which such receipts and expenditure take place; and
 - 75.3 all sales and purchases of goods by ABC.
76. The books of account shall be kept at the registered office of ABC, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.



77. The Board shall, from time to time in accordance with the relevant provisions of Part 15 of the Act, cause to be prepared and to be laid before ABC in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as it is required to pursuant to such provisions.
78. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before ABC in General Meeting together with a copy of the Auditor's report shall, not less than 14 clear days before the date of the meeting, be sent to every member of ABC entitled to receive notice of that General Meeting.

AUDIT

79. Auditors shall be appointed and their duties regulated in accordance with Part 16 of the Act, insofar as the same applies to ABC.

NOTICES

80. A notice may be served by ABC upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members or electronically or via a website (in each case, subject to these Articles and the Statutes).
81. Any member described in the register of members by an address not within the United Kingdom or the Republic of Ireland who shall from time to time give ABC an address within the United Kingdom or the Republic of Ireland at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom or the Republic of Ireland shall be entitled to receive any notice from ABC.
82. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
83. Any notice or document sent in electronic form shall be deemed to be served or delivered on the day of transmission. Proof that a notice or other document sent in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given.
84. Any notice or document served or delivered by making it available on a website, shall be deemed to be served or delivered when it is first made available on the website or, if later, when the member received or was deemed to have received notice of the fact that the document or notice was available on the website.

INDEMNIFICATION OF DIRECTORS AND OTHER OFFICERS

85. Subject to the provisions of, and so far as may be permitted by, the Statutes but without prejudice to any indemnity to which the person concerned may be otherwise entitled,

ABC may indemnify every Director or other officer of ABC against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office as a Director or officer of ABC, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a Director or officer of ABC.

86. The Directors may purchase and maintain at the cost of ABC insurance cover for or for the benefit of every Director or other officer of ABC against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to ABC, including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a Director or other officer of ABC.
87. Subject to the provisions of, and so far as may be permitted by, the Statutes, ABC shall be entitled to fund the expenditure of every Director or other officer of ABC incurred or to be incurred:
- 87.1 in defending any criminal, civil or regulatory proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by such Director or other officer in relation to ABC; or
- 87.2 in connection with any application under section 1157 of the Act,
provided that any Director or other officer will be obliged to repay such amounts no later than:
- 87.3 in the event of him being convicted in the proceedings, the date when the conviction becomes final; or
- 87.4 in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- 87.5 in the event of the court refusing to grant him relief on the application, the date when the refusal of relief becomes final.
88. For the purposes of **Articles 85 to 87** (inclusive), a reference to any conviction, judgement or refusal of relief is a reference to the final decision in proceedings. A conviction, judgement or refusal of relief becomes final:
- 88.1 if not appealed against, at the end of the period for bringing an appeal; or
- 88.2 if appealed against, at the time when the appeal (or any further appeal) is disposed of (meaning that it is determined and the period for bringing a further appeal has ended or that it is abandoned or otherwise ceases to have effect).

DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

89. Subject to any requirement of the Statutes, ABC may send any documents or notices to its members in electronic form and such documents or notices will be validly sent provided that:



- 89.1 the member has agreed (generally or specifically) (or in the case of a company is deemed to have agreed by a provision in the Statutes) that documents or notices can be sent in electronic form;
- 89.2 the documents are documents to which the agreement applies; and
- 89.3 copies of the documents are sent in electronic form to the address notified by the member to ABC for that purpose.
90. Subject to any requirement of the Statutes, ABC may send documents or notices to its members by means of a website and any such documents or notices will be validly sent provided that:
- 90.1 the member has expressly agreed (generally or specifically) that documents or notices may be sent by means of a website to him or he has been asked (individually) to agree that documents and notices can be sent by means of a website and ABC has received no response to that request within 28 days from the date on which the request was sent; and
- 90.2 the documents are documents to which the agreement applies; and
- 90.3 the member is notified of the presence of the documents on the website, the address of the website, the place on the website where the documents may be accessed and how they may be accessed.
91. Documents must be available on the website for a period of not less than 28 days from the date of notification unless the Statutes make provision for any other time period.
92. If the documents are published on the website for a part only of the period of time referred to in **Article 91**, they will be treated as being published throughout the period if the failure to publish throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected ABC to prevent or avoid.
93. Where ABC sends documents to members otherwise than in hard copy form, any member can require ABC to send him a hard copy version and ABC must do so free of charge and within 21 days of the date of the member's request.
94. Where the Statutes permit documents to be sent to ABC, only such documents as are specified by ABC may be sent to ABC in electronic form to the address specified by ABC for that purpose.
95. If the document in electronic form is sent by hand or by post, it must be sent to ABC's registered office.
96. A document sent to ABC in electronic form is sufficiently authenticated if the identity of the sender is confirmed in the way ABC has specified.