

THE COMPANIES ACT, 1948

COMPANIES
REGISTRATION.

A 51
Companies
Registration
Fee Stamp
must be
impressed
here.

**Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.**

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

REGISTERED

14 OCT 1965

NAME OF
COMPANY.

DONCASTER NEWSPAPERS

LIMITED.

CAT. No. C.F. 41.

CB11 JS12401L

**JORDAN & SONS,
LIMITED**

Company Registration Agents, Printers and Publishers
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by

Dibb, Lupton & Co.



I, Simon Nicholas Ley Chalton

of 6, Butts Court, Leeds 1, Solicitor.

✓ DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~[a person named in the Articles of Association as a Director/Secretary]~~

of Doncaster Newspapers

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 6, Butts Court,
LEEDS.

the 5th day of October.

One thousand nine hundred and sixty five
before me,

R. W. P. H. H.

A Commissioner for Oaths (b)

S. N. L. Chalton

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, or compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

(b) or Notary Public or Justice of the Peace.

This margin to be reserved for binding.

861473

Form 25.

No. of Company _____

2

30/10/65

DONCASTER NEWSPAPERS

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED
14 OCT 1965

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

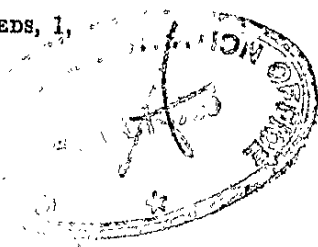
107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1,

Presented by



6, Butts Court, Leeds, 1.



[C.A.30]

The NOMINAL CAPITAL of _____

DONCASTER NEWSPAPERS

Limited

is £ 100. _____ divided into 100 _____ shares of £ 1. 0. 0. each

Signature _____

[Handwritten Signature]

State whether Director ~~or Secretary~~.

Date 5th day of October 1965

The Companies Act, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

DONCASTER NEWSPAPERS LIMITED

Printed by the

Doncaster Press Co. Ltd.

MEMORANDUM OF ASSOCIATION

861473

- of -

3

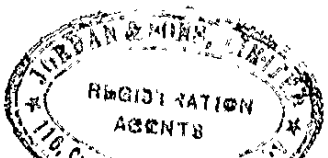
DONCASTER NEWSPAPERS LIMITED

1. The Name of the Company is "Doncaster Newspapers Limited."
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are :-

(a) To carry on all or any of the businesses of Publishers and General Printers and Compilers of Newspapers, Magazines, Books, Journals and other Publications, and to own, exploit and acquire copyrights, rights of publication and reproduction and other rights in respect of any literary and other works and undertakings, and to collect, print and publish the same, to carry on all or any of the businesses of Printers, Agents, Commercial and Manufacturing Stationers, to employ the services of and to act as Agents for authors, critics, lecturers and other professional persons, to carry on all or any of the businesses of Printers, Advertising Agents, Contractors, Consultants, and Specialists, Publicity Agents, Designers of Pictorial and Display Advertisements, Sales Promotion Consultants, Marketing Consultants, Secretarial Agents, Proprietors of Duplicating and Typewriting Agencies and Translation Bureaux, Jobbing Printers, Photographic and Colour Printers, Lithographers, Engravers, Die Sinkers, Wholesale and General Merchants, Bookbinders, Designers, Draughtsmen, Paper and Ink Merchants, Booksellers, Billposters, Proprietors of and hirers and Letters on Hire of and Dealers in motor and other vehicles, Garage Proprietors, Tobacconists, Confectioners, and Newsagents, Lending Library Proprietors, Fancy Goods Dealers, Cafe and Restaurant Proprietors, Refreshment Contractors, Grocers and Provision Merchants, Dairymen, Farmers, Poultry Farmers, Market Gardeners, Manufacturers' Agents, Commission and General Agents and General Merchants, Photographers and Binders.

REGISTERED

14 OCT 1965



- (b) To buy, sell and deal in all plant, machinery, apparatus, tools, utensils, commodities, substances, materials, articles and things useful for carrying on the above-mentioned businesses or any of them.
- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or to do any other thing directly to enhance the value of or render more profitable the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, works, fences, banks, dams, sluices, or watercourses and to clear sites and the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and improving and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) To accept and undertake the whole or any part of the liability, responsibility of any person, firm or company in carrying on any of the businesses which it is authorised to carry on, and in part of the consideration for such liability or responsibility.

all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidizing or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (h) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- (i) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (j) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (k) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (l) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, drafts, debentures, and other negotiable or transferable instruments.
- (m) To apply for, promote, and obtain any Act of Parliament and Order, or Licence of the Board of Trade or other authority, and to employ the Company to carry any of its objects into effect, or to carry out any provision of its Statute or Constitution, or for any other purpose.

which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (n) To enter into any arrangements with any governments or authorities (supreme, municipal, local, or otherwise) or any companies, firms, or persons that may seem conducive to the attainment of the Company's or any of them, and to obtain from any such government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (o) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, debentures, or other loan stock, or securities of this Company.
- (s) To support and subscribe to any charitable or social object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any business in which the Company is or may be engaged, or to give or contribute to any institution, society, or club, or to any person or body of persons for the purpose of aiding or assisting in any business in which the Company is or may be engaged, or to any person or body of persons for the purpose of aiding or assisting in any business in which the Company is or may be engaged, or to any person or body of persons for the purpose of aiding or assisting in any business in which the Company is or may be engaged.

are or have been employed by, or who are serving or have served the Company and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses thereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be thereby held derogatory to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £100,000.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p>J. G. S. Linacre White Winders, Shawcross Lane, Bramhope Leeds. Newspaper Company managing director</p> <p>J. Elough. 16, Adel Towers Court. Leeds. 16. Chartered Accountant.</p>	<p>One</p> <p>One.</p>

Dated the 5th day of October 1965.

Witness to the above Signatures :-

S. N. L. Chalton
6, Butts Court
Leeds, 1.
Solicitor

The Companies Act, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

DONCASTER NEWSPAPERS LIMITED

This is a Company without Articles of Association and accordingly the Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948, shall be the regulations of the Company.

J.G.S. Linscott

J. Elroy

) Subscribers
) to the
) Memorandum.

Dated the 5th October 1963.

Dibb, Lupton & Co.,

Leeds, 1.

DUPLICATE FOR THE FILE.

No. 861473



Certificate of Incorporation

I Hereby Certify that

DONCASTER NEWSPAPERS LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **FOURTEENTH DAY OF OCTOBER**
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L.S. Whitfield
Assistant Registrar of Companies.

Certificate
received by }

Date.

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTIONS

Pursuant to sections 10, 61 and 141 (2)

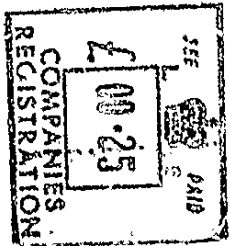
-- of --

DONCASTER NEWSPAPERS LIMITED

Passed 27th January, 1966

REGISTERED

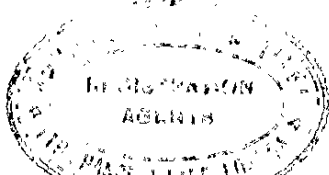
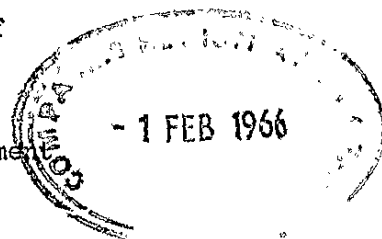
1 FEB 1966



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company convened and held at Change Court, Albion Street, Leeds, 1, on the 27th day of January, 1966 the following Special Resolutions were duly passed :-

SPECIAL RESOLUTIONS

- (1) That with a view to the acquisition of the goodwill and copyright of "The Doncaster Gazette and Chronicle" being an undertaking of Provincial Newspapers Limited the capital of the Company be increased to £100,000 by the creation of 200,000 Ordinary Shares of £1 each such new shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
- (2) That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company.



J. G. C. LINCOLN

Chairman

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

DONCASTER NEWSPAPERS LIMITED.

(Adopted by Special Resolution passed on the 27th day
of January, 1966)

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 87, 94, 107, 108, 109 and 114 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the date of adoption of these Articles is £100,000 divided into 100,000 Ordinary Shares of £1 each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

6. Clauses 40, 44 and 45 in Part I of Table A shall be read and construed as if the words "special resolution" were substituted for the words "ordinary resolution".

TRANSFER OF SHARES.

7. Any member who desires to transfer his shares (hereinafter called "the Vendor") shall give to the Company notice in writing (hereinafter called a "transfer notice") of such desire and stating the number (which must be all of his shares) and class of the shares (hereinafter in this Article referred to as "the shares") which the member desires to transfer and the proposed purchase price thereof. Such notice shall except as hereinafter provided be irrevocable.

8. On receipt of a transfer notice the Directors shall immediately communicate the contents thereof and the name of the Vendor to the other members of the Company who shall have the right to purchase all but not some of the shares at such price specified in the transfer notice or at such other price as shall be agreed between the Vendor and all the other members of the Company in proportion to the existing shares of the Company held by them respectively but so that if any one or more of such members shall be unwilling to purchase his proportion the others of them shall have the right in proportion to the existing shares of the Company held by such others of them respectively.

9. In the event of any one or more of the other members wishing to purchase all the shares but being unable to accept the price specified in the transfer notice or otherwise to agree the price with the Vendor within the period of thirty days next after the receipt of the transfer notice by the Directors the Directors shall forthwith refer the question of the purchase price to an independent firm of Chartered Accountants to be selected by unanimous agreement between the Directors or failing agreement to be nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales for them to certify the fair selling price and shall use their best endeavours to procure that the said Chartered Accountants shall certify the fair selling price within thirty days after the said questions shall have been referred to them. In certifying the fair selling price (which shall be based on the fair selling value of the shares as between a willing seller and a willing buyer) the said Chartered Accountants shall be deemed to be acting as experts and not as arbitrators.

10. So soon as the said Chartered Accountants have certified the fair selling price of the shares the Directors shall notify the Vendor and that one or more of the other members wishing to purchase the shares of the price so certified. If the Vendor is not willing to accept the price as so certified, he shall be entitled in writing to revoke the transfer notice within a period of fourteen days after the date of the receipt by him of the notification of such price. If the transfer notice shall not have been duly revoked and if one or more of the other members do not signify to the Directors in writing their willingness to purchase the shares at the fair selling price as so certified within thirty days after being

notified of such fair selling price, the Vendor may transfer the shares at any price being not less than the certified fair selling price and as he thinks fit within a period of ninety days after the date of receipt by him of the aforesaid notification of the fair selling price and the provisions of Clause 3 of Part II of Table A shall not apply to any such transfer.

11. If the Vendor after becoming bound to transfer the shares in accordance with the terms of this Article makes default in transferring the shares the Company may receive the purchase money and thereupon the Directors shall nominate some person to execute a transfer of the shares in the name and on behalf of the Vendor and shall cause the name or names of the other members purchasing the shares to be entered in the Register in respect thereof and the Company shall hold the purchase money in trust for the Vendor. The receipt of the Company for the purchase money shall be a good discharge to the member or members purchasing the shares and after his or their names have been in the Register in exercise of the aforementioned power the validity of the proceedings shall not be questioned by any person.

GENERAL MEETINGS.

12. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

13. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

14. The number of Directors shall be not less than two nor more than nine.

15. (1) For so long as it shall be a shareholder of the Company The Yorkshire Conservative Newspaper Co. Limited may from time to time appoint any five persons to be Directors but so that not more than five persons so appointed shall at any time hold office by virtue of appointment under this Article.

(2) For so long as it shall be a shareholder of the Company Provincial Newspapers Limited may from time to time appoint any four persons to be Directors but so that not more than four persons so appointed shall at any time hold office by virtue of appointment under this Article.

(3) Any Director appointed pursuant to this Article shall be at liberty from time to time to make such disclosures to the shareholder appointing him as to the business and affairs of the Company as he shall in his absolute discretion determine.

16. Any such appointee Director may at any time be removed from office by the shareholder by whom he was appointed but shall not be subject to the provisions of Table A relating to the retirement of Directors by rotation.

17. Any such appointment or removal shall be in writing served on the Company and signed on behalf of the shareholder making the appointment or removal.

18. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

POWERS, DUTIES AND PROCEEDINGS OF DIRECTORS.

19. Clause 98 in Part I of Table A shall be read and construed as if the following words were added to the end of the second sentence thereof

"Provided that a unanimous vote shall be required for any decision of the Board relating to any of the matters following :-

- (a) the creation or issue of any shares, stock or securities of any kind whatsoever of the Company, and
- (b) the sale or other disposal of the undertaking or business of the Company or any major part thereof, and
- (c) the acquisition of the whole or a majority of the share capital of any body corporate or the whole or the major part of the business or undertaking of any person, firm or body corporate, and
- (d) the declaration or payment or making of any dividend or distribution or the setting aside of any reserve otherwise than in accordance with the provisions of Articles 29 and 30, and
- (e) capital expenditure on any single item or project in excess of £50,000".

20. The quorum necessary for the transaction of the business of the Directors shall be two of whom one shall have been appointed under Article 15 (1) and the other under Article 15 (2).

21. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

22. The provisions contained in Clause 86 in Part I of Table A relating to the keeping and signing of an attendance book at

meetings of directors and of committees thereof shall not apply to the Company.

ALTERNATE DIRECTORS.

23. Any Director may at any time appoint any person (including another Director) to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. The appointment of an alternate Director who is not already a Director of the Company shall be subject to the approval in writing of the Board. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be entitled to appoint an alternate Director under the provisions of this Article nor be required to hold any qualification but shall otherwise be subject to the provisions with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all functions of his appointor as an ordinary Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be made by the appointor in writing. Any alternate Director present at any meeting shall be counted for the purpose of ascertaining whether a quorum is present thereat.

EXECUTIVE DIRECTORS.

24. The Directors may from time to time appoint one or more of their body to be the holder of any executive office (including but not limited to the office of Managing Director, Joint Managing Director or Assistant Managing Director) for such period and upon such terms as they think fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. The appointment of any Director to any executive office as aforesaid shall be subject to termination if he ceases from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

25. Any Executive Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director.

26. The Directors may entrust to and confer upon an Executive Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own power and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.

ASSISTANT DIRECTORS.

27. The Directors may at any time and from time to time appoint any of the managers or other employees of the Company to attend meetings of Directors and to advise and assist the Directors. Any person so appointed (hereinafter called "an Assistant Director") shall not be a member of the Board, and shall not require any qualification, and shall not be entitled to vote at meetings of Directors. Subject as aforesaid, the Directors may define and limit the powers and duties of the Assistant Directors, and may determine their remuneration, which may be in addition to their remuneration as managers or other employees of the Company. The appointment of an Assistant Director shall not constitute him as a Director within the meaning of the expression "Director" as defined in the Companies Act 1948 or for the purposes of Table A or these Articles and he shall remain at all times and in all respects subject to the control of the Directors and he may at any time be removed or suspended from office by the Directors.

PENSIONS AND ALLOWANCES.

28. The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or former Director who may hold or may have held any executive office or employment under the Company or any subsidiary company of the Company or its holding company (if any) and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons.

DIVIDENDS.

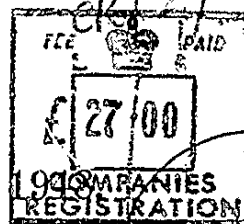
29. Unless the Directors unanimously recommend otherwise the Company shall within six months of the end of each financial year of the Company distribute by way of dividend an amount equal to not less than 90% of the net profits of the Company for such financial year. For the purpose of this Article the net profits of the Company for each financial year shall be the net profits as certified by the auditors for the time being of the Company after making such provision for losses in previous years, depreciation and taxation as the auditors shall deem to be necessary and in certifying the net profits of the Company for the purposes of this Article the auditors shall be deemed to be acting as experts and not as arbitrators. The provisions of Part I of Table A relating to dividends and distributions shall be read subject in all respects to the provisions of this Article.

30. Clause 117 in Part I of Table A shall be read and construed as if the words "The Directors may by unanimous decision, before recommending any dividends" were substituted for the words "The Directors may, before recommending any dividend".

WINDING UP.

31. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: provided always that the provisions hereof shall be subject to the rights of holders of Shares (if any) issued upon special conditions.

861473/9
No. of Company 816/73



Form 10.

THE COMPANIES ACT,

COMPANIES
REGISTRATION

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

Name
of

Company

Doncaster Newspapers

REGISTERED Limited.

1 FEB 1966

The Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to s. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

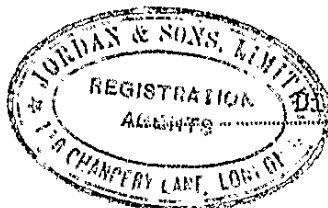
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

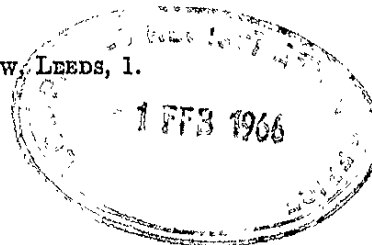
107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.



Robt. Lupton & Co.,

6 Butts Court, Leeds 1.



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TO THE REGISTRAR OF COMPANIES.

Doncaster Newspapers

_____ Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) Special

Resolution of the Company dated the Twenty seventh day of.

January, 1966, the nominal Capital of the Company has been increased by the addition thereto of the sum of £99,900

beyond the Registered Capital of £100

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount
of each share

Ordinary Shares

£1-0-0

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

to rank pari passu with the existing ordinary shares
of the Company

Signature J. P. Long
(~~State of Kansas~~ Secretary.)

Dated the 27th day of January 19 66

(a) "Ordinary," "Extraordinary," or "Special."

(b) *e.g.*, voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

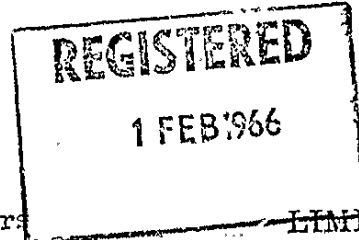


861473/10 55 FA/380/66.
 316/73 Adyn No. 70666/66

CCD £499-10-0
 Form 26A.

Reduce
 CCD to £399-10

WJ



Doncaster Newspapers

LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

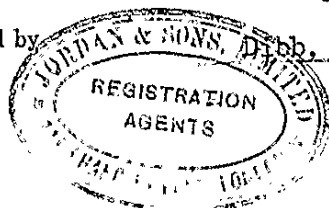
PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED, 1 FEB 1966

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
 85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MANCHESTER, W.1;
 77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;
 12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by JORDAN & SONS, Ltd., Linton & Co.,



6 Butts Court, Leeds 1.

C.A. 39]
 7/62.

4074

The NOMINAL CAPITAL of Doncaster Newspapers

Limited

has by a Resolution of the Company dated 27th January 1966.

been increased by the addition thereto of the sum of £ 99,900, divided into

99,900 shares of £1. 0. 0. each beyond the Registered Capital of

One hundred pounds

Signature *J. Elmer*

~~State whether Director or~~ Secretary

Date 27th day of January 19 66.

NOTE—This margin is reserved for Binding, and must not be written across.

Number of Company: ⁸⁶¹⁴⁷³~~816437~~ 21

THE COMPANIES ACTS 1948 to 1967.

SPECIAL RESOLUTION
Pursuant to Sections 10 and 141 (2)

See Minute
DONCASTER NEWSPAPERS LIMITED.

Passed the 11th day of May, 1970.

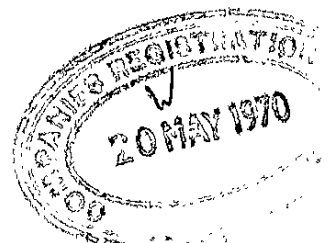
At an Extraordinary General Meeting of the above-named Company, duly convened and held at 10 Northbridge Road, Doncaster, on the 11th day of May, 1970, the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION.

That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company.

F. E. HUDSON,

CHAIRMAN.



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

DONCASTER NEWSPAPERS LIMITED.

(Adopted by Special Resolution passed on the 11th day
of May, 1970)

TABLE "A"

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the Regulations contained in Part II of Table "A" in the First Schedule to the Companies Act 1948, shall apply to the Company, and references herein to Regulations in Table "A" shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL AND SHARES.

2. The Share Capital of the Company at the date of the adoption of these Articles is £100,000 divided into 100,000 Ordinary Shares of £1 each.

3. Subject to any direction to the contrary that may be given by the Company in General Meeting all unissued Shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no Shares shall be issued at a discount except in accordance with Section 57 of the Companies Act 1948.

4. In Regulation 15 of Table "A" the words "except in so far as may be otherwise agreed between the Company and any Member in the case of the Shares held by him" shall be deemed to be inserted immediately after the words "Provided that".

5. Regulations 7 and 31 and the proviso to Regulation 32 of Table "A" shall not apply to the Company.

GENERAL MEETINGS.

6. Subject to the provisions of the Act a Resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such Resolution was to be proposed or by their duly appointed Attorneys

shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the Members or their Attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed Attorney. Regulation 5 of Part II of Table "A" shall not apply.

7. Two Members present in person shall be a quorum, and Regulation 53 of Table "A" shall be amended accordingly.

8. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 58 of Table "A" shall be construed accordingly.

DIRECTORS.

9. Unless and until determined by the Company in General Meeting the number of Directors shall not be less than two.

10. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

11. The holder or holders of a majority in nominal value of such part of the issued Share Capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director.

PROCEEDINGS OF DIRECTORS.

12. A Resolution in writing signed by all the Directors shall be as effective as a Resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table "A" shall not apply.

BORROWING POWERS.

13. The Board may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled Capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party, without any restriction as to amount or otherwise; provided that in its exercise of the powers conferred by this Clause the Board shall not act in contravention of the provisions of the Articles of Association of the holding Company of this Company or of any trust deed executed by the holding Company of this Company in connection with any borrowing by the holding Company or any of its subsidiaries. Regulation 79 of Table "A" shall not apply.

PENSIONS AND ALLOWANCES.

14. The Board may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

Edwards

861473

DONCASTER NEWSPAPERS LIMITED

Written Resolutions of the Company

We, the undersigned, being all the members of the Company for the time being, hereby resolve:

Elective Resolutions

- (1) THAT the Company elects to dispense with the obligation to lay accounts and reports before the Company in general meeting pursuant to section 252 of the Companies Act 1985 (as amended); and
- (2) THAT the Company elects to dispense with the holding of annual general meetings pursuant to section 366A of the Companies Act 1985 (as amended); and

Ordinary Resolutions

- (3) THAT Mr P. Manuel, retiring by rotation in accordance with the Company's Articles of Association, is hereby re-elected a director of the Company.

Signed: [Signature]

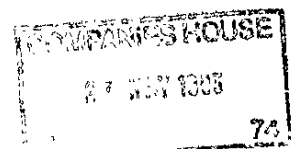
Dated: 19 May 1993

Representing Yorkshire Post Newspapers Ltd

Signed: [Signature]

Dated: 20.5.93

J.M. Burns



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DONCASTER NEWSPAPERS LIMITED

Written Resolution of the Company

We, the undersigned, being the sole member of the Company for the time being, hereby resolve:

Special Resolution


- (1) THAT with effect from 14 April 1992 the Company, which was dormant within the meaning of section 250 of the Companies Act 1985 (as amended) (the "Act"), from that date be exempt from the provision of Part VII of the Act relating to the audit of accounts and appointment of auditors pursuant to sections 250 and 388A of the Act.

Signed: 

Representing Yorkshire Post Newspapers Limited

Dated: 3 JUNE 1994

Certified a true copy



J M Burns
Director



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EDI RECEIPT DATE: 07/06/94