



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company Number **9655520**

The Registrar of Companies for England and Wales, hereby certifies that:

**IMPRESS: THE INDEPENDANT MONITOR FOR THE PRESS
CIC**

is this day incorporated under the Companies Act 2006 as a Community Interest Company; is a private company, that the company is limited by guarantee; and the situation of the registered office is in England and Wales



N09655520J

Given at Companies House on **24th June 2015**.



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

500003/35 500003/36
IN01

Application to register a company



Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
private or public company

☒ What this form is for
You cannot use this form to register a
limited liability partnership. If you want to
register this, please use form 16

THURSDAY



A09 18/06/2015 #87
COMPANIES HOUSE

A13 19/05/2015 #159
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

IMPRESS - THE INDEPENDENT MONITOR
FOR THE PRESS CIC

For official use

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ①

Please give the registered office address of your company

Building name/number	83
Street	VICTORIA STREET
Post town	
County/Region	LONDON
Postcode	S W 1 H 0 H W

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ①

Please choose one option only and tick one box only

Option 1	<p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>

① For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ①

Please tick the box below if the company's articles are restricted

☐

① Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.


For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) 	

Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> <div style="font-size: 0.8em; margin-bottom: 5px;">Signature</div> <div style="font-size: 2em; font-weight: bold; margin: 0;">X</div> </div>	
-----------	--	---



Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)?		
→ Yes Complete Section C3 only → No Complete Section C4 only		
C3 EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③		
Registration number		
C4 Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
C5 Signature ⑤		⑤ Signature The person named above consents to act as corporate secretary of the proposed company
I consent to act as secretary of the proposed company named in Section A1		
Signature	Signature  	

IN01

Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	
Full forename(s)	MAIRE
Surname	MESSENGER - DAVES MAIRE
Former name(s) ②	MAIRE MESSENGER
Country/State of residence ③	UK
Nationality	BRITISH
Date of birth	^d 1 ^d 4 ^m 0 ^m 3 ^y 1 ^y 9 ^y 4 ^y 5
Business occupation (if any) ④	UNIVERSITY PROFESSOR

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

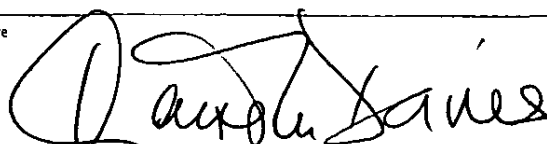
D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X



X

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director**D1 Director appointments ①**Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MS
Full forename(s)	DEBORAH
Surname	ARNOTT
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	2 3 0 6 1 9 5 5
Business occupation (if any) ④	CHIEF EXECUTIVE, CHARITY

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director**D1****Director appointments ①**Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MS
Full forename(s)	SUE
Surname	EVISON
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	08 02 1962
Business occupation (if any) ④	JOURNALIST

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1 Director appointments ①

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	MR
Full forename(s)	DAVID
Surname	ROBINSON
Former name(s) ②	
Country/State of residence ③	SCOTLAND
Nationality	BRITISH
Date of birth	d 2 d 1 m 0 5 y 1 y 9 y 4 y 9
Business occupation (if any) ④	ACTUARY

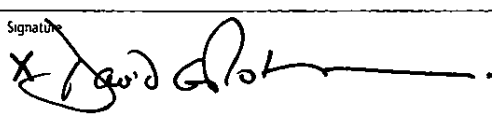
- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑤ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1	
Signature	<div>Signature</div> 

- ⑥ Signature**
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director**D1 Director appointments ①**Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	
Full forename(s)	WALTER
Surname	MERRICKS
Former name(s) ②	
Country/State of residence ③	UK
Nationality	BRITISH
Date of birth	^d 0 ^d 4 ^m 06 ^y 19 ^y 4 ^y 5
Business occupation (if any) ④	LAWYER

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1 Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	IAIN
Surname	CHRISTIE
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	07 12 1965
Business occupation (if any) ④	MEDIATOR

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

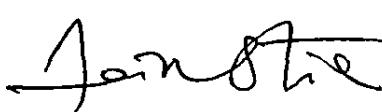
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X  X</div>
-----------	---

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1 Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	PATRICK
Surname	SWAFFER
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	^d 1 ^d 2 ^m 0 ^m 2 ^y 1 ^y 9 ^y 5 ^y 1
Business occupation (if any) ④	LAWYER

- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤

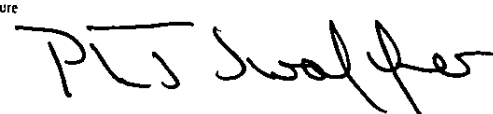
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑤ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1

Signature	Signature X  X
-----------	--

- ⑥ Signature**
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ①

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete **Section E3 only**
- No Complete **Section E4 only**

E3 EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③	
Registration number	

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature ⑤

I consent to act as director of the proposed company named in Section A1

Signature	Signature X	X
-----------	----------------	---

⑤ Signature

The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1**Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ❹

❹ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any
share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares) continuation page if necessary

IN01

Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

- Yes Complete the sections below
 → No Go to Part 5 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ① **PATRICK**
 Surname ① **SWAFFER**
 Address ② **7A WILLOW BRIDGE ROAD**
LONDON
 Postcode **N 1 2 L B**
 Amount guaranteed ③ **£1 —**

Subscriber's details

Forename(s) ① **WALTER HUGH**
 Surname ① **MERRICKS**
 Address ② **32 CHOLMELEY CRESCENT**
LONDON
 Postcode **N 6 5 H A**
 Amount guaranteed ③ **£1 —**

Subscriber's details

Forename(s) ① **IAIN**
 Surname ① **CHRISTIE**
 Address ② **317 BUNYAN COURT**
BARBICAN
 Postcode **E C 2 Y 8 D H**
 Amount guaranteed ③ **£1 —**

IN01

Application to register a company

Subscriber's details	
Forename(s) ①	DAVID
Surname ①	ROBINSON
Address ②	16 GILLESPIE RD EDINBURGH
Postcode	E H 1 3 0 2 2
Amount guaranteed ③	£1 —

Subscriber's details	
Forename(s) ①	DEBORAH
Surname ①	ARNOTT
Address ②	181A KENNINGTON LANE LONDON
Postcode	S E 1 1 4 E 2
Amount guaranteed ③	£1 —

Subscriber's details	
Forename(s) ①	MAIRE
Surname ①	MESSENGER-DAVIES
Address ②	98 LLANFAIR RD CARDIFF
Postcode	C F 1 1 9 Q A
Amount guaranteed ③	£1 —

Subscriber's details	
Forename(s) ①	SUE EVISON
Surname ①	NORTHSIDE COACH HOUSE
Address ②	32 SOMERS RD REISATE
Postcode	R H 2 9 0 2
Amount guaranteed ③	£1 —

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ¹

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

¹ Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Signature

X *P. J. S. Weller*

X

Subscriber's signature

Signature

X *M. J. S. Weller*

X

Subscriber's signature

Signature

X *J. S. Weller*

X

Subscriber's signature

Signature

X *Sue Enon*

X

Subscriber's signature

Signature

X *D. A. H.*

X

Subscriber's signature

Signature

X *David Dobson*

X

Subscriber's signature

Signature

X *David Dobson*

X

Subscriber's signature

Signature

X

X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
		Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with		
Agent's signature	Signature X	X	

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

THE IMPRESS PROJECT

Address

83 VICTORIA STREET

Post town

County/Region

LONDON

Postcode

S W I L H O H W

Country

UK

DX

Telephone

02035854160



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☒ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☒ You have used the correct appointment sections
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☒ The document has been signed, where indicated
- ☒ All relevant attachments have been included
- ☒ You have enclosed the Memorandum of Association
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Companies Acts 2006

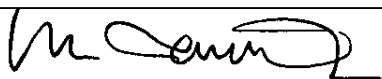
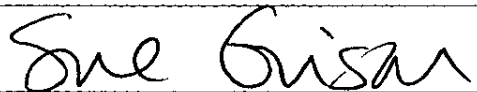
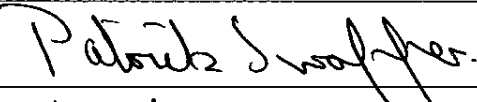

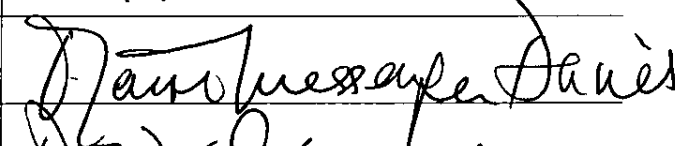

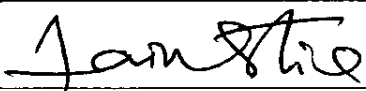
Community Interest Company limited by guarantee

MEMORANDUM OF ASSOCIATION

of

IMPRESS: The Independent Monitor for the Press C.I.C.

Each subscriber to this Memorandum of Association wishes to form a community interest company under the Companies Act 2006 and agrees to become a member of the company.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Walter Merricks	
Sue Evison	
Patrick Swaffer	
Deborah Arnott	
Maire Messenger-Davies	
David Robinson	
Iain Christie	

DATE: 16TH JUNE 2015

Companies Acts 2006

Community Interest Company limited by guarantee

ARTICLES OF ASSOCIATION OF

IMPRESS The Independent Monitor for the Press C.I.C.

1. **COMMUNITY INTEREST COMPANY**

The Company is to be a community interest company.

2. **ASSET LOCK**

2.1 The Company shall not transfer any of its assets other than for full consideration.

2.2 Provided the conditions in Article 2.3 are satisfied, Article 2.1 shall not apply to

2.2.1 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

2.2.2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

2.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

3. **NOT FOR PROFIT**

The Company is not established or conducted for private gain: any profits or assets are used principally for the benefit of the community

4. **OBJECTS**

4.1 The Objects of the Company are to promote, for the benefit of the community, the integrity and freedom of the press and to encourage the highest ethical standards in news reporting and news publication in particular, but not exclusively, by operating as an independent press regulator in compliance with

the principles and in the form and with the composition and powers and otherwise as recommended, in the Royal Charter.

- 4.2 This provision may be amended by special resolution but only with the prior written consent of the Regulator

5. CONSTRAINTS ON FREEDOM OF THE PRESS AND SUBSEQUENT DISSOLUTION

In the event that any legislation is passed that modifies the Royal Charter or any other legislation is passed that has the effect, in the opinion of a majority of Directors, which shall be at their complete discretion, after a vote in accordance with Articles 12.12 and 12.13, of involving the Company in any constraint on press freedom the Directors shall immediately call a meeting of the Members for the sole purpose of passing a resolution to dissolve the Company and each Member shall vote in favour of such resolution proposed at the meeting to dissolve the Company.

6. POWERS

The Company has the following powers, which may be exercised only in promoting the Objects:

- 6.1 to establish and operate an independent press regulator which complies with the recommendations and principles set out in the Royal Charter;
- 6.2 to formulate, establish and develop the Standards Code;
- 6.3 to operate a complaints handling service in accordance with the recommendations and principles set out in the Royal Charter,
- 6.4 to enter into agreements with Participants, charge fees in connection therewith and to be able to levy fines on Participants;
- 6.5 to operate an arbitration service in accordance with the recommendations and principles set out in the Royal Charter;
- 6.6 to establish an investigations service in accordance with the recommendations and principles set out in the Royal Charter;
- 6.7 to provide advice or information;
- 6.8 to publish and distribute or commission publications in any form or media;
- 6.9 to organise meetings, lectures, conferences, workshops, broadcasts or courses of instruction;
- 6.10 to promote or carry out research or surveys of public opinion;
- 6.11 to co-operate with other bodies;
- 6.12 to support, administer or set up other community interest companies or charities;
- 6.13 to accept gifts and to raise funds;

- 6.14 to borrow money;
- 6.15 to give security for loans or other obligations;
- 6.16 to acquire or hire property of any kind;
- 6.17 to let or dispose of property of any kind;
- 6.18 to set aside funds for special purposes or as reserves against future expenditure;
- 6.19 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification),
- 6.20 to delegate the management of investments to a financial expert, but only on terms that.
 - 6.20.1 the investment policy is set down in writing for the financial expert by the Directors;
 - 6.20.2 timely reports of all transactions are provided to the Directors;
 - 6.20.3 the performance of the investments is reviewed regularly with the Directors;
 - 6.20.4 the Directors are entitled to cancel the delegation arrangement at any time;
 - 6.20.5 the investment policy and the delegation arrangement are reviewed by the Directors at least once a year,
 - 6.20.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - 6.20.7 the financial expert must not do anything outside the powers of the Company;
- 6.21 to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the direction of the Directors or controlled by a financial expert acting under their instructions and to pay any reasonable fee required;
- 6.22 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 6.23 to insure the property of the Company against any reasonably foreseeable risk and take out other insurance policies to protect the Company when required;
- 6.24 subject to Article 14.3, to employ paid or unpaid agents, staff or advisers;
- 6.25 to enter into contracts to provide services to or on behalf of other bodies;
- 6.26 to establish or acquire subsidiary companies;

- 6.27 to do anything else within the law which promotes or helps to promote the Objects.

7. REMIT

- 7.1 The Company shall regulate the following material published by Participants within the United Kingdom, Channel Islands and Isle of Man (subject to the exceptions in Article 7.3 below):
- 7.1 1 editorial content included in a printed newspaper or magazine;
 - 7.1 2 editorial content on electronic services operated by Participants such as websites and apps, including text, pictures, video, audio/visual and interactive content.
- 7.2 The Company may only regulate an entity which publishes a printed newspaper or magazine and/or editorial content on electronic services in the United Kingdom, the Channel Islands or the Isle of Man, or targets such newspaper, magazine or electronic content at an audience in the United Kingdom, the Channel Islands or the Isle of Man. If requested by any such entity, the Company, subject to the Company's then stated policy, may permit participation in the Regulatory Scheme for the purposes of using the Arbitration Service only.
- 7.3 Complaints handling by the Company shall be restricted to complaints about breaches of the Standards Code which, for the avoidance of doubt, shall not include:
- 7.3.1 complaints about TV and radio services regulated by the Office of Communications, the Authority for Television on Demand and/or the BBC Trust;
 - 7.3.2 complaints about advertising regulated by the Advertising Standards Authority and/or Advertising Standards Authority (Broadcasting) Limited;
 - 7.3.3 concerns about matters of taste/decency and due impartiality;
 - 7.3.4 at the Company's discretion, legal or contractual matters which are dealt with more appropriately by the Arbitration Service, the courts or tribunals or elsewhere,
 - 7.3.5 complaints about 'user generated content' posted onto Participants' websites which has not been reviewed or moderated by the Participant,
 - 7.3.6 complaints about online material that is not on sites owned by or under the control of Participants
- 7.4 The Directors shall not have the power to prevent publication of any material, by anyone, at any time but the Company shall offer a service of advice to Participants relating to the Standards Code.

8. THE COMPANY'S FUNCTIONS

- 8.1 The Company will act as a regulatory body in accordance with the Objects and participation in the Regulatory Scheme shall be open to all publishers on fair, reasonable and non discriminatory terms.
- 8.2 The Company shall have the following functions:
- 8.2.1 to establish and develop the Standards Code following advice from a committee which may include Directors and serving editors;
 - 8.2.2 to amend from time to time the Standards Code but before doing so the Company shall consult with the Participants on any proposed changes
 - 8.2.3 handling complaints about breaches of the Standards Code;
 - 8.2.4 establishing standards and compliance with such standards, which shall comprise:
 - (a) the monitoring of compliance with the Standards Code including through the provision by Participants of annual statements;
 - (b) the investigation or adjudication on serious or systemic breaches of the Standards Code as may be provided for in the Regulations;
 - 8.2.5 recording and publishing breaches of the Standards Code, save that the Company may in its discretion determine that there are circumstances where this is inappropriate;
 - 8.2.6 publishing an annual report setting out such matters inter alia as set out in Article 18.3 in accordance with the Regulations;
 - 8.2.7 providing guidance to Participants on matters concerning the Standards Code, including public interest considerations. Such guidance shall be confidential and non-binding and shall not be capable of restricting the freedom to publish;
 - 8.2.8 at the discretion of the Company, notifying and advising Participants about their activities in cases where a person or organisation has raised concerns regarding undue press intrusion. Such notification and advice shall be confidential and non-binding and shall not be capable of restricting the freedom to publish;
 - 8.2.9 operating a system whereby Participants are entitled to display a mark or badge determined by the Company to denote adherence to the Standards Code and the Regulations;
 - 8.2.10 providing a confidential whistleblowing hotline;
 - 8.2.11 providing the Arbitration Service;
 - 8.2.12 ensuring that all Participants have an adequate and efficient complaints handling system which encourages those that wish to make a complaint to do so through the Participant's own internal systems;

- 8.2.13 examining issues on its own initiative and carrying out investigations both into suspected serious or systemic breaches of the Standards Code and failures to comply with directions of the Company. It is intended that the investigations process must be simple and credible and Participants will be required to co-operate with any such investigation; and
- 8.2.14 ensuring that all breaches of the Standards Code that the Company considers are recorded as such and that proper data is kept that records the extent to which complaints have been made and their outcome. This information is to be made available to the public in a way that allows understanding of the compliance record of each title.

9. ARBITRATION

- 9.1 The Company will provide an Arbitration Service for civil legal claims against the Participants which:
 - 9.1.1 complies with the Arbitration Act 1996 or the Arbitration (Scotland) Act 2010 (as appropriate);
 - 9.1.2 provides suitable powers for the arbitrator to ensure the process operates fairly and quickly, and on an inquisitorial basis (so far as possible);
 - 9.1.3 contains transparent arrangements for claims to be struck out, for legitimate reasons (including on frivolous or vexatious grounds);
 - 9.1.4 directs appropriate pre-publication matters to the courts;
 - 9.1.5 operates under the principle that arbitration should be of minimal cost to complainants to use;
 - 9.1.6 ensures that the parties each bear their own costs or expenses, subject to a successful complainant's costs or expenses being recoverable (having regard to section 60 of the Arbitration Act 1996 or Rule 63 of the Scottish Arbitration Rules and any applicable caps on recoverable costs or expenses); and
 - 9.1.7 overall, is inexpensive for all parties.

10. RELATIONSHIP WITH PARTICIPANTS

- 10.1 It is intended that the Company will have an open and transparent relationship with the Participants and to that end the Company shall consult with all Participants on any proposed changes to:
 - 10.1.1 these Articles;
 - 10.1.2 the complaints and sanctioning scheme,
 - 10.1.3 the arbitration service;
 - 10.1.4 the terms and conditions of the Scheme Membership Agreement;

- 10.1.5 the Standards Code;
 - 10.1.6 the auditors of the Company; and
 - 10.1.7 the annual budget for the Company, the draft of which will be issued prior to the commencement of each financial year of the Company,
- and, in deciding whether to make any such change referred to above the Company shall have regard to any responses made by the Participants although the Company shall not be bound by such responses.

11. THE DIRECTORS

- 11.1 The Directors are responsible for the Company and its property and funds and they may exercise all the powers of the Company.
- 11.2 No Director shall be appointed unless they have been nominated after a fair and open process by an Appointment Panel constituted in accordance with Article 15.
- 11.3 The Directors shall consist of at least five and not more than eleven persons who being individuals are over the age of eighteen, all of whom must support the Objects.
- 11.4 No person may be appointed as a Director if:
 - 11.4.1 he/she is not a Member;
 - 11.4.2 he/she has not signed a written declaration of willingness to act as a Director of the Company;
 - 11.4.3 he/she is a serving editor of a Participant;
 - 11.4.4 he/she is a serving member of the House of Commons, the Scottish Parliament, the Northern Ireland Assembly, the National Assembly for Wales, the European Parliament or the House of Lords (but only if, in the case of the House of Lords, the member holds or has held within the previous 5 years an official affiliation with a political party) or a Minister of the Crown, a member of the Scottish Government, a Northern Ireland Minister or a Welsh Minister, or
 - 11.4.5 in the view of the Appointment Panel, that person cannot act fairly and impartially in the decision-making of the Directors,
 (11.4.1 to 11.4.5 above being the "Eligibility Criteria").
- 11.5 Each Director shall have a term of up to four years but no Director shall serve as a Director for more than eight years in aggregate unless agreed by the Board and the Appointment Panel.
- 11.6 A retiring Director who is eligible under Article 11.3 and meets the Eligibility Criteria may be reappointed but subject to Article 11.5.
- 11.7 A Director's terms of office as such automatically terminates if he/she:

- 11.7.1 ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;
 - 11.7.2 is incapable, whether mentally or physically, of managing his/her own affairs;
 - 11.7.3 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - 11.7.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 11.7.5 is absent without permission from 4 consecutive meetings of the Directors and is asked by a majority of the other Directors to resign;
 - 11.7.6 resigns by written notice to the Directors (but only if at least five Directors will remain in office); or
 - 11.7.7 is removed by the Members at a general meeting under the Companies Act.
- 11.8 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 11.9 The Directors must always:
- 11.9.1 comprise a majority of members who are independent of the press; and
 - 11.9.2 include a sufficient number of people with industry experience gained within the United Kingdom or the Channel Islands or the Isle of Man.

12. DIRECTORS' PROCEEDINGS

- 12.1 The Directors must hold at least six meetings each year.
- 12.2 Three Directors may (and the Secretary, if any, must at the request of three Directors) call a Board meeting.
- 12.3 A Board meeting must be called by at least seven clear days' notice unless either:
 - 12.3.1 All the Directors agree, or
 - 12.3.2 Urgent circumstances require shorter notice.
- 12.4 Notice of Board meetings must be given to each Director.
- 12.5 Every notice calling a Board meeting must specify:
 - 12.5.1 the place, day and time of the meeting; and
 - 12.5.2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 12.6 Notice of Board meetings need not be in writing.

- 12.7 Notice of Board meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.
- 12.8 A quorum at a meeting of the Directors is at least four Directors or (if greater) one half of the Directors
- 12.9 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- 12.10 The Chair should be present and preside at each meeting
- 12.11 If the Chair is unable to be present or to preside at a meeting, the Directors shall appoint one of the other Directors present to chair it.
- 12.12 Questions arising at a Directors' meeting shall be decided by a majority of votes. A resolution in writing agreed by all the Directors (other than any Conflicted Director who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 12.13 In all proceedings of Directors each Director must not have more than one vote. In case of equality of votes, the Chair of the meeting has a second or casting vote.
- 12.14 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

13. DIRECTORS' POWERS

The Directors have the following powers in the administration of the Company in their capacity as Directors:

- 13.1 To appoint (and remove) any person (who may be a Director) to act as Secretary in accordance with the Companies Act.
- 13.2 To appoint a Treasurer and other honorary officers (not including the Chair) from among their number.
- 13.3 To delegate any of their functions on such terms as they decide to committees consisting of two or more Directors. All proceedings of committees must be reported promptly to the Directors.
- 13.4 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings
- 13.5 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 13.6 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Company and the use of its seal (if any).

- 13.7 To establish procedures to assist the resolution of disputes or differences within the Company.
- 13.8 To exercise any powers of the Company which are not reserved to the Members

14. REMUNERATION, BENEFITS AND CONFLICTS

- 14.1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the Members but subject to compliance with Article 14.4:
 - 14.1.1 Directors may be paid for services provided in their position as a Director subject to the terms of the payment to be approved by the Appointment Panel;
 - 14.1.2 Members, Directors and Connected Persons may be paid interest at a reasonable rate on money lent to the Company;
 - 14.1.3 Members, Directors and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Company; and
 - 14.1.4 Members, Directors and Connected Persons may receive benefits or services from the Company on the same terms as any other members of the public.
- 14.2 A Director may receive payment of money or other material benefit (whether directly or indirectly) from the Company.
 - 14.2.1 in accordance with Articles 14.1 or 14.3;
 - 14.2.2 for reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Company or otherwise in connection with the exercise of their powers and discharge of their responsibilities;
 - 14.2.3 in respect of the benefit of indemnity insurance as permitted by the Companies Act;
 - 14.2.4 by way of an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings); or
 - 14.2.5 in exceptional cases, other payments or benefits (but, where required by the Companies Act, subject to the approval or affirmation of the Members).
- 14.3 No Director or Connected Person may be employed by the Company except in accordance with Article 14.2.5, but any Director or Connected Person may enter into a contract with the Company, in addition to contracts entered into pursuant to Article 14.1.1, to supply goods or services in return for remuneration or other material benefit but only if:

- 14.3.1 the Directors decide that it is in the best interests of the Company to enter into such a contract; and
- 14.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 14.4.
- 14.4 Subject to Article 14.5, any Director who becomes a Conflicted Director in relation to any matter must:
 - 14.4.1 declare the nature and extent of his or her interest before discussion begins on the matter;
 - 14.4.2 withdraw from the meeting for that item after providing any information requested by the Directors;
 - 14.4.3 not be counted in the quorum for that part of the meeting; and
 - 14.4.4 be absent during the vote and have no vote on the matter.
- 14.5 When any Director is a Conflicted Director, the Directors who are not Conflicted Directors, if they form a quorum without counting the Conflicted Director and are satisfied that it is in the best interests of the Company to do so, may by resolution passed in the absence of the Conflicted Director authorise the Conflicted Director, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Director, to:
 - 14.5.1 continue to participate in discussions leading to the making of a decision and/or to vote, or
 - 14.5.2 disclose to a third party information confidential to the Company, or
 - 14.5.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Director or a Connected Person of any payment or material benefit from the Company, or
 - 14.5.4 refrain from taking any step required to remove the conflict.
- 14.6 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Director or Connected Person, only with the prior written consent of the Regulator.
- 14.7 The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

15. APPOINTMENT PANEL

- 15.1 The Chair and Directors shall only be appointed if nominated by the Appointment Panel.

- 15.2 The Appointment Panel shall consist of the Chair, one other Director, and at least three and not more than nine further persons who being individuals are over the age of eighteen, all of whom must support the Objects.
- 15.3 The Appointment Panel shall:
- 15.3.1 be appointed by the Board after a fair and open process;
 - 15.3.2 contain a substantial majority of members who are demonstrably independent of the press;
 - 15.3.3 include at least one person with a current understanding and experience of the press;
 - 15.3.4 include no more than one current editor of a publication that could be a Participant;
 - 15.3.5 be a wholly independent subcommittee of the board of Directors; and
 - 15.3.6 exist solely to nominate the Chair and Directors and to approve terms of payment for Directors in accordance with Article 14.1.1.
- 15.4 The Appointment Panel may at any time nominate any individual who meets the Eligibility Criteria as a Director to fill a vacancy in the number of Directors or (subject to the maximum number of Directors permitted by Article 11.3) as an additional Director.
- 15.5 If the Chair is permanently unable to continue in that role, the Directors must appoint one of themselves to chair the company until such time as a new Chair shall be nominated after a fair and open process by the Appointment Panel.
- 15.6 The Appointment Panel may nominate no more people than there are vacancies on the Board (including the Chair), and the Board shall appoint all nominated Directors.
- 15.7 Where a Director comes to the end of a term and is willing to serve for a further period, the Appointment Panel may decide to nominate such a Director without undertaking an open process.

16. THE STANDARDS CODE

The Standards Code is the responsibility of and has to be adopted by the Board, advised by a code committee which may comprise both independent Directors and serving editors.

17. COMPLAINTS

The Directors may delegate complaints handling responsibility to a subcommittee of the Board, officials of the Company or other suitably qualified persons but at all times the Directors shall retain ultimate responsibility for complaints and the operation of the complaints handling service.

18. RECORDS AND ACCOUNTS

- 18.1 The Directors must comply with the requirements of the Companies Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of information required by law including:
- 18.1.1 annual returns;
 - 18.1.2 annual reports; and
 - 18.1.3 annual statements of account.
- 18.2 The Directors must also keep records of:
- 18.2.1 all proceedings at meetings of the Directors;
 - 18.2.2 all resolutions in writing;
 - 18.2.3 all reports of committees; and
 - 18.2.4 all professional advice obtained.
- 18.3 The Directors shall publish an annual report in each calendar year identifying inter alia:
- 18.3.1 The number of Participants, identifying any significant changes in number,
 - 18.3.2 The number of:
 - (a) complaints the Company has handled, making clear how many of them are multiple complaints,
 - (b) complaints which it has considered to be without merit; and
 - (c) complaints which it has considered to be with merit, and the outcomes reached,in aggregate for all Participants and individually in relation to each Participant,
 - 18.3.3 a summary of any investigations carried out by the Company and the result of them;
 - 18.3.4 a report on the adequacy and effectiveness of compliance processes and procedures adopted by Participants; and
 - 18.3.5 information about the extent to which the arbitration service has been used.
- 18.4 Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours.
- 18.5 A copy of the Company's constitution and latest available statement of account must be supplied on request to any Director.

19. MEMBERSHIP

- 19.1 The Company must maintain a register of Members.
- 19.2 The subscribers to the Memorandum are the first Members of the Company.
- 19.3 Such other persons as are admitted to Membership in accordance with the Articles shall be members of the Company
- 19.4 Membership is open only to the Directors and is terminated automatically if the Member concerned ceases to be a Director.
- 19.5 No person shall be admitted a member of the Company unless he or she is approved by the Directors.
- 19.6 Every person who wishes to become a Member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her
- 19.7 Membership is not transferable to anyone else.
- 19.8 Membership is terminated if
 - 19.8.1 the Member dies or ceases to exist; or
 - 19.8.2 otherwise in accordance with the Articles.

20. GENERAL MEETINGS

- 20.1 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Company before the commencement of the meeting).
- 20.2 General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.
- 20.3 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least four or (if greater) one half of the Members (rounding any fractions up).
- 20.4 General meetings shall be chaired by the Chair. In the event that the Chair for whatever reason is not able or willing another Director chosen by the Directors present shall be chosen to chair the meeting.
- 20.5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by ordinary resolution.
- 20.6 Every Member present in person or by proxy has one vote on each issue. A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.
- 20.7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an

equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.

- 20.8 Except during the first year of its incorporation, the Company must hold an AGM in every year. The first AGM must be held within 18 months after the Company's incorporation
- 20.9 Members must at each AGM:
- 20.9.1 receive the accounts of the Company for the previous financial year;
 - 20.9.2 receive a written report on the Company's activities;
 - 20.9.3 be informed of the retirement of those Directors who wish to retire or who are retiring by rotation;
 - 20.9.4 elect Directors who have been approved by the Appointment Panel to fill the vacancies arising;
 - 20.9.5 appoint reporting accountants or auditors for the Company ,
- 20.10 Members may also from time to time discuss and determine any issues of policy or deal with any other business put before them by the Directors.
- 20.11 A general meeting of the Company may be called by the Directors at any time and must be called within 21 days of a written request from one or more Directors or at least 25% of the Membership.
- 20.12 A technical defect in the appointment of a Member of which the Members are unaware at the time of the appointment does not invalidate a decision taken at a general meeting or a Written Resolution
- 20.13 Each Participant shall be entitled to attend the AGM and ask questions of the Board as to the operation of the Company and the Regulatory Scheme.

21. LIMITED LIABILITY

The liability of Members is limited

22. GUARANTEE

Every Member promises, if the Company is dissolved while he/she remains a Member or within one year after he/she ceases to be a Member, to pay up to £1 towards:

- 22.1 payment of those debts and liabilities of the Company incurred before he/she ceased to be a Member;
- 22.2 payment of the costs, charges and expenses of winding up; and
- 22.3 the adjustment of rights of contributors among themselves.

23. COMMUNICATIONS

23.1 Notices and other documents to be served on Members or Directors under the Articles or the Companies Act may be served:

23.1.1 by hand;

23.1.2 by post; or

23.1.3 by suitable electronic means

23.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K , the Channel Islands or the Isle of Man shown in the register of Members.

23.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

23.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address,

23.3.2 two clear days after being sent by first class post to that address;

23.3.3 three clear days after being sent by second class or overseas post to that address;

23 3 4 immediately on being handed to the recipient personally,
or, if earlier,

23 3 5 as soon as the recipient acknowledges actual receipt.

23.4 A technical defect in service of which the Director is unaware at the time does not invalidate decisions taken at a meeting

24. IRREGULARITIES

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice.

25. MINUTES

The Directors must cause minutes to be made in books kept for the purpose:

25.1 of all appointments of officers made by the Directors,

25.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

25.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any Member or Director of the Company, be sufficient evidence of the proceedings.

26. INDEMNITY

26.1 Subject to Article 26.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

26.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

26.1.2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Company Act 2006); and

26.1.3 any other liability incurred by that Director as an officer of the Company or an associated company.

26.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.

26.3 In this Article:

26.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

26.3.2 a "relevant Director" means any Director or former Director of the Company or an associated company.

27. INSURANCE

27.1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

27.2 In this Article

27.2.1 A "relevant Director" means any Director or former Director of the Company or an associated company,

27.2.2 A "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any

pension fund or employees' share scheme of the company or associated company;

27.2.3 Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

28. DISSOLUTION

28.1 If the Company is dissolved for any reason including pursuant to Article 5 above, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

28.1.1 by transfer to one or more other asset-locked bodies established for, the same purposes as or similar to the Objects;

28.1.2 directly for the Objects or for community interest purposes which are within or similar to the Objects.

29. INTERPRETATION

29.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Company and are expressly excluded.

29.2 In the Articles, unless the context indicates another meaning:

"Arbitration Service" means the arbitration service as defined in the Scheme Membership Agreement;

"AGM" means an annual general meeting of the Company;

"the Appointment Panel" means the appointment panel established to nominate and approve terms of payment for the Directors;

"the Articles" means the Company's Articles of Association and 'Article' refers to a particular Article;

"Asset Locked Body" means (i) a community interest company, a charity or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;

"Board" means the board of Directors of the Company;

“Chair”	means the chair of the Directors;
“the Company ”	means the company governed by these Articles,
“clear day”	does not include the day on which notice is given or the day of the meeting or other event;
“the Companies Act”	means the Companies Act 2006;
“Conflicted Director ”	means a Director in respect of whom a conflict of interest arises or may reasonably be expected to arise because the Conflicted Director or a Connected Person is receiving or stands to receive a benefit or remuneration (other than payment of a premium for indemnity insurance) subject to Article 14.1.1 from the Company, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Company;
“Connected Person”	means, in relation to a Director, a person with whom the Director shares a common interest such that he/she may reasonably be regarded as benefitting directly or indirectly from any material benefit received by that person, being either a member of the Director’s family or household or a person or body who is a business associate of the Director, and (for the avoidance of doubt) does not include a company with which the Director’s only connection is an interest consisting of no more than 1% of the voting rights;
“Constitution”	means the Memorandum and the Articles and any special resolutions relating to them,
“Custodian”	means a person or body who undertakes safe custody of assets or of documents or records relating to them;
“Director ”	means a director of the Company (inclusive of the Chair and Vice-Chair) and “Directors” means the

directors;

“electronic means”	refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, telephone conference call or video conference;
“Eligibility Criteria”	has the meaning given to it in Article 11.3;
“financial expert”	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
“Financial Year”	means the Company’s financial year,
“Firm”	includes a limited liability partnership;
“First Directors”	means the first Directors who were nominated by the Appointment Panel;
“Indemnity Insurance”	means insurance against personal liability incurred by any Director for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
“the Leveson Report”	means the report by Lord Justice Leveson published in November 2012, resulting from The Inquiry into the Culture, Practices and Ethics of the Press, set up by the UK Government in July 2011;
“Material Benefit”	means a benefit, direct or indirect, which may not be financial but has a monetary value;
“Member” and “Membership”	means a member of the Company;
“Memorandum”	means the Company’s Memorandum of Association;

“Month”	means calendar month;
“nominee company”	means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;
“Ordinary Resolution”	means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power;
“the Objects”	means the Objects of the Company as defined in Article 4;
“Participants”	means the participants who have entered into a Scheme Membership Agreement and Participant shall refer to any one of them;
“Regulator”	means the regulator of community interest companies;
“Regulations”	means the regulations as defined in the Scheme Membership Agreement;
“Regulatory Scheme”	means the scheme established by the Company for regulating Participants together with related documents;
“Resolution in writing”	means a written resolution of the Directors;
“Royal Charter”	means the Royal Charter on self-regulation of the Press which followed the publication of the Leveson Report;
“Scheme Membership Agreement”	means the agreement between the Company and a Participant, which is the basis for the Regulatory Scheme;

“Secretary”	means a company secretary;
“Special Resolution”	means a resolution of which at least 14 days’ notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power;
“Standards Code”	means the Code of Practice adopted by the Company to which all Participants shall be obliged to adhere and any amended version or replacement of that code of practice from time to time in accordance with the provisions of Article 8.2.2;
“Written” or “in writing”	refers to a legible document or communication on paper or a document or communication sent by electronic means which is capable of being printed out on paper;
“Written Resolution”	refers to an Ordinary Resolution or a Special Resolution which is in writing;
“Year”	means calendar year.

29.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

29.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

CIC 36

Declarations on Formation of a Community Interest Company¹

*Please
complete
in
typescript,
or in bold
black
capitals.*

Company Name in full

IMPRESS: The Independent Monitor for the Press

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

- 1 We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community² [Insert a short description of the community, or section of the community, which it is intended that the company will benefit below]³

The company's activities will provide benefit to ...

...the community at large throughout the United Kingdom.

COMPANY NAME

IMPRESS: The Independent Monitor for the Press CIC

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by)
The company is being set up to regulate publishers of news-related material by investigating and adjudicating on complaints about breaches of the standards code and providing arbitration for civil claims in defamation or breach of privacy.	<p>The community will benefit from the publication of journalism that provides accurate and reliable information and which avoids causing harm to individuals or the community.</p> <p>The company will help the courts distinguish between journalism produced according to ethical standards and other forms of expression, thereby upholding the constitutional protections for free expression, for the benefit of the community.</p> <p>The company will benefit the community by promoting the human right to privacy, not only by offering redress for the victims of privacy breaches but also by mitigating the risk of such breaches in future.</p> <p>The company will promote alternative dispute resolution, through its complaints-handling and arbitration schemes, for the benefit of the community.</p> <p>The company will raise awareness of its work among the community by allowing regulated publishers to display a kitemark to help distinguish regulated journalism from other forms of expression, for the benefit of the community.</p>
If the company makes any surplus it will be reinvested in the company.	


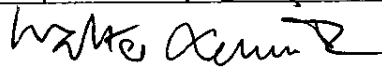
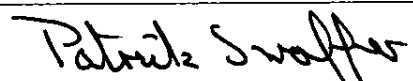

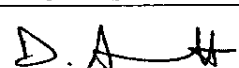
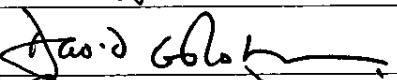
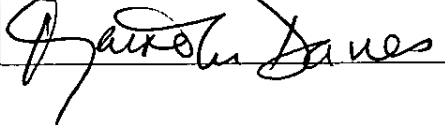
IMPRESS: The Independent Monitor for the Press**COMPANY NAME****SECTION C:**

1. We/I, the undersigned, declare that the company in respect of which this application is made will not be:

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.⁴

SECTION D:

Each person who will be a first director of the company must sign the declarations.

Signed		Date	20/4/15
Signed		Date	20/4/15
Signed		Date	20/4/15
Signed		Date	23/4/15
Signed		Date	23/4/15
Signed		Date	23/4/15
Signed		Date	27/4/15

CHECKLIST**Have the first directors signed the CIC36?**

This form must be accompanied by the following documents:

- (a) Memorandum of Association
- (b) Articles of Association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (c) Form IN01- you need to indicate that the proposed company is adopting bespoke articles.
- (d) Any completed continuation sheets
- (e) A cheque for £35 made payable to Companies House

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public

Jonathan Heawood	
The IMPRESS Project	
83 Victoria Street	
London SW1H 0HW	Tel 020 3585 4160
DX Number	DX Exchange

When you have completed and signed the form, please send it to the Registrar of Companies at:

For companies registered in England and Wales: Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139
Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38
Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

³ E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

⁴ A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.