

# THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company. { THE INTERNATIONAL FEDERATION OF THE  
PERIODICAL PRESS  
LIMITED



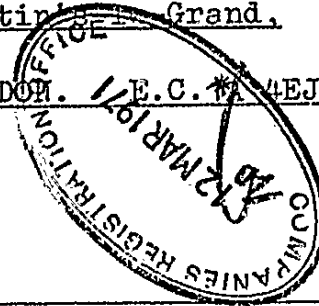
Presented by

Document Number's Reference 37/I.24699

THEODORE GODDARD & CO.,

16 St. St. Martin's Grand,

LONDON. E.C. 4EJ



Form No. 41  
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, ANTONY HEALD

of 16 St. Martin's-le-Grand, London. EC1A 4EJ

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
"in the formation"

or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Do solemnly and sincerely declare that I am (\*) a solicitor

of the Supreme Court engaged in the formation of

THE  
of INTERNATIONAL FEDERATION OF THE PERIODICAL PRESS

Limited,

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

Declared at 150 Cheapside  
London E.C.2.

the 12th day of March

one thousand nine hundred and ~~sixty~~

seventy one

Before me,

J. H. Lamb

A Commissioner for Oaths [or Notary Public or  
Justice of the Peace]

Antony Heald

Note.—This margin is reserved for binding and must not be written across.

COMPANY LIMITED BY GUARANTEE AND INQUB 9318  
HAVING A SHARE CAPITAL

023.00

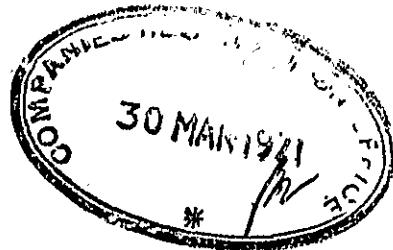
## Memorandum of Association

—OF—

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THE INTERNATIONAL FEDERATION OF THE  
PERIODICAL PRESS LIMITED



1. The name of the Company (hereinafter called "the Federation") is "THE INTERNATIONAL FEDERATION OF THE PERIODICAL PRESS LIMITED".

2. The registered office of the Federation will be situate in England.

3. The objects for which the Federation is established, are to develop in close co-operation with its members the interests of the periodical press and, in particular :-

- (i) To support freedom in the dissemination of news, ideas and knowledge particularly through the periodical press in all its forms.
- (ii) To protect the ethical and material interests of the periodical press and, where necessary, to influence international or national attitudes which affect the interests of the periodical press.
- (iii) To ensure public and official confidence in, and recognition of, the value of the periodical press to world communications and to the individual.
- (iv) To promote the use of the periodical press in all its forms as a medium for the effective marketing and advertising of goods and services.
- (v) To help raise the standards and increase the profitability of periodical publishing by collecting and disseminating information about significant developments in the periodical press and its operating environments in member countries.
- (vi) To encourage the adoption of uniform



standards of practice wherever appropriate in:

- (a) business relations between periodical publishers, their customers and their suppliers;
- (b) market and media research and readership auditing procedures and the presentation of information arising from such activities;
- (c) the development and maintenance of ethical standards in advertising;
- (vii) To create opportunities for members to meet and share their knowledge, experience and ideas, to organise formal international occasions for that purpose, and where appropriate to take united action in their common interests;
- (viii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Federation may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Federation;
- (ix) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as may be thought necessary with a view to the promotion of its objects;
- (x) To undertake and execute any trusts which may lawfully be undertaken by the Federation and may be conducive to its objects;
- (xi) To borrow or raise money for the purposes of the Federation on such terms and on such security as may be thought fit;
- (xii) To invest the moneys of the Federation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xiii) To establish and support or aid in the establishment and support of any associations or institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of the Federation or calculated to further its objects;
- (xiv) To do all such other things as are

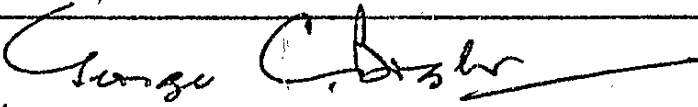
incidental or conducive to the attainment of the above objects or any of them.

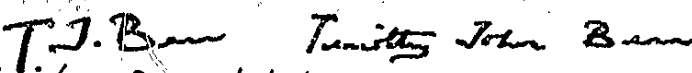
4. The liability of the members is limited.

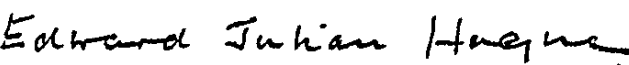
5. Every member of the Federation undertakes to contribute to the assets of the Federation, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five pounds.

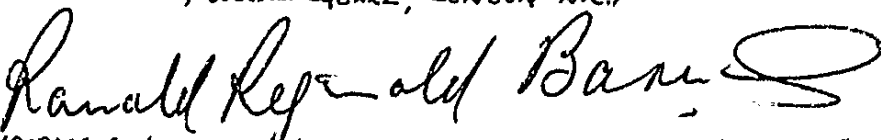
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

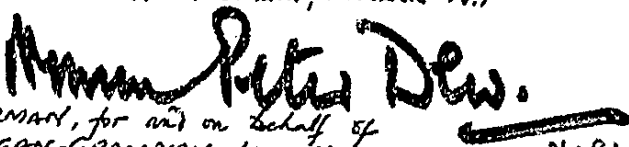
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

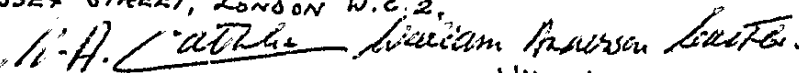
  
President, for and on behalf of GEORGE C. BOGLE  
PERIODICAL PUBLISHERS ASSOCIATION LIMITED,  
IMPERIAL HOUSE, KINGSWAY, LONDON W.C.2.

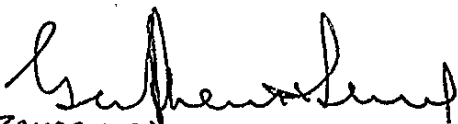
  
DIRECTOR, for and on behalf of TIMOTHY JOHN BENN  
BENN BROTHERS LIMITED,  
BOUVIERIE HOUSE,  
FLEET STREET, LONDON E.C.4

  
DIRECTOR, for and on behalf of EDWARD JULIAN HAGUE  
EVANS BROTHERS LIMITED,  
MANTAGUE HOUSE, RUSSELL SQUARE, LONDON W.C.1

  
CHAIRMAN, for and on behalf of RONALD REGINALD BARNES  
MACLEAN-HUNTER LIMITED  
30 OLD BURLINGTON STREET, LONDON W.1

  
CHAIRMAN, for and on behalf of NORMAN PETER DFW  
MORGAN-GRAMPAIN LIMITED,  
28 ESSEX STREET, LONDON W.C.2.

  
MANAGING DIRECTOR, for and on behalf of WILLIAM ANDERSON CATHLES  
ADMARK PUBLISHING COMPANY LIMITED,  
180 FLEET STREET, LONDON E.C.4

  
ASSISTANT MANAGING DIRECTOR, for and on behalf of GEOFFREY H. PERRY  
THOMSON PUBLICATIONS LIMITED  
ELM HOUSE, 10-16 ELM STREET, LONDON W.C.1

DATED this 10th day of March 1971.

WITNESS to the above signatures :-



MOUNTEVANS

13 YORK HOUSE,  
YORK HOUSE PLACE, LONDON W.8

## THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

## Articles of Association

—OF—

THE INTERNATIONAL FEDERATION OF THE  
PERIODICAL PRESS LIMITED

### GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act, 1948.
These Articles	These Articles of Association and the regulations of the Federation from time to time in force.
The Federation	The above-named Company.
The Committee	The Executive Committee for the time being of the Federation.
The Office	The registered office of the Federation.
The Seal	The Common Seal of the Federation.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Federation shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The maximum number of members with which the Federation proposes to be registered is one hundred but the Committee may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Federation, and every member of the Federation shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Federation is established for the purposes expressed in the Memorandum of Association.

#### MEMBERS

5. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Federation in the following categories :-

##### (1) National Members

National associations of periodical publishers operating in any part of the world

##### (2) Publishing Members

Corporations or individuals carrying on business as periodical publishers in any part of the world

##### (3) Personal Members

Individuals admitted to membership ex officio as past Presidents and Vice-Presidents of the Federation and as Presidents for the time being of the National Members of the Federation.

6. Applications for admission to membership shall be submitted in writing to the Committee. In the case of an application for membership as a Publishing Member, the Committee shall consult with



the relevant National Member, if any, operating in the country of the candidate's principal place of business. In the case of an application for membership as a National Member or a Personal Member the Committee may request such evidence of eligibility as they may think fit. In all cases the decision of the Committee shall be final.

7. National Members and Publishing Members shall pay their annual subscriptions to the funds of the Federation at such rates or scales of rates as the Committee may from time to time prescribe. Unless otherwise determined by the Committee, subscriptions shall be paid in advance not later than 15th February in each year and shall not be payable by Personal Members.

8. Any member may withdraw from the Federation by giving not less than twelve months' prior written notice to the Committee.

9. The Committee may expel any member who by any act or omission in their opinion is likely to injure the interests of the Federation or who fails to pay on the due date any subscription or sum payable to the Federation or who is guilty of any breach of these Articles or any rules made hereunder. Expulsion shall take effect immediately. Any member desiring to appeal against expulsion shall be entitled to state his case at the next General Meeting of the Federation and shall be reinstated if the meeting so decides.

10. Any person ceasing to be a member of the Federation shall nevertheless remain subject to the liability imposed by Clause 5 of the Memorandum of Association and shall remain liable to pay the whole of the subscription for the year in which membership ceases.

#### GENERAL MEETINGS

11. The Federation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Federation holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

13. The Committee may whenever they think fit convene an Extraordinary General Meeting, and

Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

14. Forty two days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and twenty eight days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including all the members of the Federation and the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Federation; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit. Any member of the Federation wishing to propose any matter for inclusion in the Agenda of a General Meeting shall give the relevant particulars to the Committee at the Office not later than three months before the date on which the next General Meeting is due to be held.

15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Auditors, the election of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three national delegates shall be a quorum.

18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any

other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

19. The President (if any) of the Committee shall preside as chairman at every General Meeting, but if there be no such President or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to take the chair, the members present shall choose the Deputy President or first Vice-President or if none be present or willing to take the chair, they shall choose some member of the Committee who shall be present to preside.

20. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least three national delegates or by national delegates representing one-tenth of the total voting rights of all persons having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

22. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. No poll shall be demanded on the election

of a chairman of a meeting, or on any question of adjournment.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

26. All members of the Federation shall be entitled to attend and speak at General Meetings but only one national delegate from each country nominated by the members situated in that country, or a majority thereof, shall be entitled to vote. Each national delegate shall have one vote unless in his country the Publishing Members and Personal Members together exceed more than ten in number or unless he or some other person in his country is on the Committee of the Federation, in any of which cases he shall have one additional vote. But no national delegate shall be entitled to exercise more than two votes on behalf of the members in his own country. A national delegate need not be a member of the Federation.

27. If the members in any country are unable to send a national delegate to a General Meeting they may appoint the national delegate of another country to exercise the voting rights of their own national delegate. But no national delegate may carry more than two other countries' votes in addition to the votes which he carries on behalf of his own country.

28. Members in any country who appoint the national delegate of another country to vote on their behalf shall cause written notice of such appointment to be given to the President of the Federation not later than fourteen clear days before the date of the relevant meeting.

29. A national delegate may vote on a show of hands and on a poll. He may not appoint a proxy to vote instead of him.

#### EXECUTIVE COMMITTEE

30. Until otherwise decided by the Federation in General Meeting the Committee shall consist of not less than six nor more than eight persons. The subscribers to the Memorandum of Association shall appoint the first Committee.

31. The Committee shall nominate from among themselves the President (who shall also be President of the Federation), Deputy President, First Vice-President and Treasurer and such nominations

shall be reviewed at the first meeting of the Committee after each Annual General Meeting.

32. Unless otherwise decided by the Committee in any particular case, no compensation for services travelling or other expenses shall be paid by the Federation to any member of the Federation or to any member of a committee or working party.

33. The business of the Federation shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Federation as they think fit, and may exercise all such powers of the Federation and do on behalf of the Federation all such acts as may be exercised and done by the Federation, and as are not by statute or by these Articles required to be exercised or done by the Federation in General Meeting, subject nevertheless to any of these Articles, to the provisions of the statutes for the time being in force and affecting the Federation and to such rules being not inconsistent with these Articles or the said statutes, as may be prescribed by the Federation in General Meeting, but no rule made by the Federation in General Meeting shall invalidate any prior act of the Committee which would have been valid if such rule had not been made.

34. The Committee for the time being may act notwithstanding any vacancy in their body; provided always that in case the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as a Committee for the purpose of admitting persons to membership of the Federation, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### APPOINTMENT OF THE COMMITTEE

35. The Committee shall retire from office at the Annual General Meeting in each year and shall be eligible for re-election at that meeting.

36. The Federation may from time to time in General Meeting increase or reduce the number of the Committee and may make the appointments necessary for effecting any such increase.

37. Any casual vacancy in the Committee may be filled by the Committee until the next Annual General Meeting.

38. In addition and without prejudice to the provisions of section 184 of the Act, the Federation may by Extraordinary Resolution remove any person from the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead.

## DIRECTOR AND SECRETARIAT

39. The Director shall be appointed by the Committee for such time, at such remuneration and upon such conditions as they may think fit. The Director shall carry out the duties imposed by the Act on a company secretary and section 177 of the Act shall apply to him. The Committee may from time to time by resolution appoint an assistant or deputy Director and any person so appointed may act in place of the Director if there be no Director or no Director capable of acting.

40. The Committee shall establish and maintain a secretariat for the Federation. The Director shall be responsible to the Committee for the day to day administration of the secretariat, the supervision of the accounts of the secretariat and the preparation of an annual report for submission by the Committee to the members of the Federation. The location of the secretariat shall be decided by the Committee.

## THE SEAL

41. The seal of the Federation shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least one member of the Committee and the Director, and the said member of the Committee and Director shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## DISQUALIFICATION OF COMMITTEE MEMBERS

42. The office of a Committee Member shall be vacated :-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (B) If he becomes of unsound mind;
- (C) If by notice in writing to the Federation he resigns his office;
- (D) If he ceases to hold office by reason of any order made under section 188 of the Act;
- (E) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

## PROCEEDINGS OF THE COMMITTEE

43. The Committee shall meet together for the dispatch of business at least once in every year

and may adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Committee, a quorum shall be half the members of the Committee for the time being and any meeting of the Committee may be attended by any member of the Federation. Questions arising at any meeting shall be decided by a majority of votes of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

44. A member of the Committee may, and on the request of a member of the Committee the Director shall, at any time summon a meeting of the Committee by notice served upon each of the Committee.

45. The President of the Federation or, failing him, the Deputy-President, First Vice-President or Treasurer shall be entitled to preside at all meetings of the Committee at which he shall be present, but if at any meeting none of them are present within five minutes after the time appointed for holding the meeting and willing to preside, the Committee shall choose one of their number to be chairman of the meeting.

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

47. The Committee may delegate any of their powers to sub-committees and working parties consisting of such persons as they think fit, and any sub-committee or working party so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.

48. All acts bona fide done by any meeting of the Committee or of any sub-committee or working party or person acting on behalf of the Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.

49. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Federation and of the Committee and of sub-committees and working parties, and all business transacted at such meetings, and any such minutes

of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all the Committee for the time being or of any sub-committee or working party shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee or working party duly convened and constituted.

#### CONGRESSES

51. The Federation shall hold Congresses at such times and in such Countries as the Committee shall determine. All members of the Federation shall be entitled to attend. The normal interval between Congresses shall be two years unless the Committee otherwise decide.

52. For each Congress the Committee shall invite a National Member of the Federation to act as host. If there is more than one National Member in a country selected by the Committee for a Congress, the Committee shall decide, in consultation with all such National Members, which of them shall act as host. The President of the Federation and the President of the host member shall be the joint Presidents of the Congress and the host member shall be entitled to nominate the chairman of the Congress.

53. The organisation and costs of the Congress will, unless otherwise agreed by the Committee, be the responsibility of the host member. A contribution towards the costs of the Congress will be provided by the Federation out of the Congress registration fees charged by the Federation to such an extent and on such terms as the Committee may in each case approve.

54. The content, presentation and programme for the Congress shall be prepared by the host member subject to the approval of the Committee. Not less than three months' prior written notice of each Congress shall be given by the Committee to all members of the Federation and shall be accompanied by such documents as the Committee may think fit.

#### ACCOUNTS

55. The Committee shall cause proper books of account to be kept with respect to

(A) All sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the



Federation; and

(C) the assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Federation and to explain its transactions.

56. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the Committee.

57. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of members not being on the Committee, and no member (not being on the Committee) shall have any right of inspecting any account or book or document of the Federation except as conferred by statute or authorised by the Committee or by the Federation in General Meeting.

58. At the Annual General Meeting in every year the Committee shall lay before the Federation a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Federation) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than forty two clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

#### AUDIT

59. Once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

60. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act 1967 the Committee being treated as the directors mentioned in those sections.

#### NOTICES

61. A notice may be served by the Federation upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*George C. Dwyer*  
 President, for and on behalf of  
 PERIODICAL PUBLISHERS ASSOCIATION LIMITED,  
 IMPERIAL HOUSE, KINGSWAY, LONDON W.C.2.

*T.J. Benn* *Timothy John Benn*  
 Director, for and on behalf of  
 BENN BROTHERS LIMITED,  
 BOUVIERIE HOUSE, FLEET STREET,  
 LONDON E.C.4

*Edward Julian Hague*  
 Director, for and on behalf of  
 EVANS BROTHERS LIMITED,  
 MONTAGUE HOUSE, RUSSELL SQUARE, LONDON W.C.1

*Ronald Reginald Barr*  
 Chairman, for and on behalf of  
 MACLEAN-HUNTER LIMITED,  
 30 OLD BURLINGTON STREET, LONDON W.1

*Norman Peter Dew*  
 Chairman, for and on behalf of  
 MORGAN-GRAMPIAN LIMITED,  
 28 ESSEX STREET, LONDON W.C.2

*William Anderson Smith*  
 Managing Director, for and on behalf of  
 ADMARK PUBLISHING COMPANY LIMITED,  
 120 FLEET STREET, LONDON E.C.4

*Geoffrey Smith*  
 Assistant Managing Director, for and on behalf of  
 THOMSON PUBLICATIONS LIMITED,  
 ELMT HOUSE, 10-16 ELMT STREET, LONDON W.C.1

DATED this 10th day of March 1971.

WITNESS to the above Signatures :-

*Tom Evans*

13 YORK HOUSE,  
 YORK HOUSE PLACE, LONDON W.8.

PEER OF THE REALITY



## CERTIFICATE OF INCORPORATION

No. 1006977

I hereby certify that

**THE INTERNATIONAL FEDERATION OF THE PERIODICAL PRESS LIMITED**

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

Given under my hand at London the **5TH APRIL, 1971.**

*F. L. Knight*  
( F. L. KNIGHT )

*Assistant Registrar of Companies*



No. 1006977

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL  
SPECIAL RESOLUTION  
OF

THE INTERNATIONAL FEDERATION  
OF THE PERIODICAL PRESS LIMITED

Passed 19 September 1994

Imperial House, 15-19 Kingsway, London WC2B 6UN

At an EXTRAORDINARY GENERAL MEETING of the Ordinary members of the abovenamed Company, duly convened, and held at 4.30pm on the 19th day of September 1994 the subjoined special Resolutions were dully passed, namely:

SPECIAL RESOLUTION

That the Memorandum and Articles of Association of the company be altered in accordance with the terms of the document marked "A" and initialed by the Chairman of the meeting for purposes of identification and such document shall stand in substitution for the existing Memorandum and Articles of Association of the Company.

Signed: .....

Chairman/Director/Secretary





**THE DOCUMENT MARKED "A"**

*(Signed by the Chairman on  
pages 3 and 20)*



**FIPP Company Secretary**

THE COMPANIES ACTS 1948 to 1967  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION  
of  
THE INTERNATIONAL FEDERATION OF THE  
PERIODICAL PRESS LIMITED

(As adopted by Special Resolution  
Passed on 19 September 1994)

1. The name of the Company (hereinafter called "the Federation") is "THE INTERNATIONAL FEDERATION OF THE PERIODICAL PRESS LIMITED".

2. The registered office of the Federation will be situated in England.

3. The objects for which the Federation is established are to develop in close co-operation with its members the interests of the periodical press by strengthening links between magazine publishers and publishers worldwide and in particular:-

- (i) To support freedom in the dissemination of news, ideas and knowledge particularly through the periodical press in all its forms.
- (ii) To protect the ethical and material interests of the periodical press and, where necessary, to influence international or national attitudes which affect the interests of the periodical press.
- (iii) To ensure public and official confidence in, and recognition of, the value of the periodical press to world communications and to the individual.
- (iv) To promote the use of the periodical press in all its forms as a medium for the effective marketing and advertising of goods and services. To identify generic promotion concepts for magazines and foster wider use through exchange of information and specific support.
- (v) To help raise the standards and increase the profitability of periodical publishing by collecting and disseminating information about

significant developments in the periodical press and its operating environments in member countries.

- (vi) To encourage the adoption of uniform standards of practice wherever appropriate in:
  - (a) business relations between periodical publishers, their customers and their suppliers;
  - (b) market and media research and readership auditing procedures and the presentation of information arising from such activities;
  - (c) the development and maintenance of ethical standards in advertising;
- (vii) To strive for international respect for intellectual property, recognising that it is only through appropriate use and safeguards that creativity can be protected and rewarded.
- (viii) To encourage the use of magazines in educational programmes to assist the fight against functional illiteracy.
- (ix) To represent magazine interests to the Universal Postal Union to ensure effective distribution of magazines in all markets.
- (x) To identify possible threats to magazine publishing from environmental concerns and seek to address these through co-ordinating research and other initiatives.
- (xi) To seek cost effective ways to develop a database of magazine trends.
- (xii) To create opportunities for members to meet and share their knowledge, experience and ideas, to organise formal international occasions for that purpose, and where appropriate to take united action in their common interests.
- (xiii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Federation may think necessary or convenient for the promotion of its objectives, and to construct, maintain and alter any buildings or erections necessary for the work of the Federation.



- (xiv) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as may be thought necessary with a view to the promotion of its objections.
- (xv) To borrow or raise money for the purposes of the Federation on such terms and on such security as may be thought fit.
- (xvi) To invest the moneys of the Federation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xvii) To establish and support or aid in the establishment and support of any associations or institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of the Federation or calculated to further its objects.
- (xviii) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. Every member of the Federation undertakes to contribute to the assets of the Federation, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five pounds.

A handwritten signature, possibly reading 'J. J. J.', is written in dark ink. It features a long horizontal stroke with a large loop at the end, and a smaller, more complex mark below it.

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

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

George C. Bogle, President for and on behalf of  
PERIODICAL PUBLISHERS ASSOCIATION LIMITED  
Imperial House  
Kingsway  
London WC2

Timothy John Benn, Director for and on behalf of  
BENN BROTHERS LIMITED  
Bouverie House  
Fleet Street  
London EC4V

Edward Julian Hague, Director for and on behalf of  
EVANS BROTHERS LIMITED  
Montague House  
Russell Square  
London WC1

Ronald Reginald Barnes, Chairman for and on behalf of  
MacLEAN-HUNTER LIMITED  
30 Old Burlington Street  
London W1

Norman Peter Dew, Chairman for and on behalf of  
MORGAN-GRAMPIAN LIMITED  
28 Essex Street  
London WC2

William Anderson Cathles, Managing Director for and on  
behalf of AEMARK PUBLISHING COMPANY LIMITED  
180 Fleet Street  
London EC4

Geoffrey H. Perry, Assistant Managing Director for and on  
behalf of THOMSON PUBLICATIONS LIMITED  
Elm House  
10-16 Elm Street  
London WC1

---

Dated this 10th day of March 1971

WITNESS to the above signatures:-

MOUNTEVANS  
13 York House  
York House Place  
London W8

Peer of the Realm

THE COMPANIES ACTS 1948 to 1967  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
of  
THE INTERNATIONAL FEDERATION OF THE  
PERIODICAL PRESS LIMITED  
(As adopted by Special Resolution  
Passed on 19 September 1994)

GENERAL

1. The Regulations contained in Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to this Company. The following shall be the Regulations of the Company together with those provisions of Table A of the Companies (Tables A to F) Regulations 1985 which are not inconsistent with these provisions.

2. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act, 1995 (as amended).
These Articles	These Articles of Association and the Regulations or Bye Laws of the Federation from time to time in force.
Associate Members	Non voting members of the Federation.
The Federation	The above-named Company.
The Executive Committee	The Executive Committee for the time being of the Federation.
The Office	The registered office of the Federation.
The Management Board	The Board of Directors for the time being of the Federation.

Member	All the Members of the Federation who have paid their annual subscription.
Month	Calendar month.
Regulations	Regulations or Bye Laws, if any, adopted by the Management Board and approved by the Voting Members at the next Annual General Meeting of the Federation.
Voting Members	National and Publishing Members.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and the neuter; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Federation shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

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

4. The Federation is established for the purposes expressed in the Memorandum of Association.

#### MEMBERS

5. The Federation shall consist of persons, unincorporated bodies and companies having an interest in the objects of the Federation and such persons as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained and shall be Members of the Federation in the following categories:-

##### A. Voting Members

##### (1) National Members

National associations of periodical publishers operating in any part of the world.

(2) Publishing Members

Corporations individuals unincorporated associations carrying on business as periodical publishers in any part of the world.

B. Non Voting Members (hereinafter referred to as Associate Members)

- (1) Suppliers consultants and other third parties who provide products or services to Periodical Publishers.
- (2) Individuals whose contribution to the objects of the Federation are substantial but who would not otherwise qualify for membership and who shall be deemed to be Honorary Members.

6. Applications for admission to membership shall be submitted in writing to the Federation. In the case of an application for membership as a Publishing Member, the Management Board may consult with the relevant National Member, if any, operating in the country of the candidate's principal place of business. In the case of an application for membership as a National Member or an Associate Member the Management Board may request such evidence of eligibility as they may think fit. The Management Board shall then make its recommendation to the Executive Committee. In all cases the decision of the Executive Committee shall be final.

7. All Members shall pay their annual subscriptions to the funds of the Federation at such rates or scales of rates as the Federation in General Meeting may from time to time prescribe. Unless otherwise determined by the Management Board, subscriptions shall be paid in advance not later than 15th February in each year.

8. Any Member may withdraw from the Federation by giving not less than twelve months' prior written notice to the Management Board.

9. The Management Board may refuse to accept or to continue to receive the subscription of any Member who shall have wilfully acted in contravention of the Articles or Regulations of the Federation, or who shall in the opinion of the Management Board have been guilty of such conduct as shall have rendered him unfit to continue to be a Member of the Federation and may remove his name from the Register of Members and he shall thereupon cease to be a Member of the Federation and the Company Secretary shall notify him in writing to this effect; but he shall, notwithstanding his ceasing to be a Member, remain liable for any subscription or contribution which may be due from him at the

time of his ceasing to be a Member. He shall not be eligible for re-admission as a Member unless otherwise determined by resolution of the Voting Members passed by not less than three-fourths of the Voting Members present in person or by proxy at an Extraordinary General Meeting called to consider his re-admission.

The Member shall be given not less than seven days' notice in writing of a meeting of the Management Board under this Article and he shall be given a reasonable opportunity to be present and to be heard. The Member may then appeal to the Executive Committee whose decision shall be final.

#### GENERAL MEETINGS

10. The Federation shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and it will specify the meeting as such in the Notice calling it, and not more than 18 months shall elapse between the date of one Annual General Meeting of the Federation and that of the next. The Annual General Meeting shall be held at such time and place as the Management Board shall appoint.

11. The business to be transacted at each Annual General Meeting of the Federation shall include:-

- (1) Consideration of reports of the Federation's activities and financial position and of the income and expenditure account and balance sheet to be presented to the meeting.
- (2) The election of members of the Management Board.
- (3) The election of members of the Executive Committee.
- (4) The appointment of the Auditors.

12. All other General Meetings shall be called Extraordinary General Meetings. The Management Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

13. (1) Subject to the provisions of Section 369 of the Act, fourteen clear days' notice, at least, or (in the case of an Annual General Meeting or a Meeting convened to pass a Special Resolution) twenty one clear days' notice, at least, shall be given to all Members and also to the Society's Auditors. The length of notice in every case shall be calculated exclusive of the day

on which the Notice is served or deemed to be served and the day for which it is given.

- (2) A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding article, be deemed to have been duly called if it is so agreed:-
  - (a) In the case of a meeting called as the Annual General Meeting, by all Members having the right to attend and vote thereat; and
  - (b) In the case of any other meeting, by such proportion of the Members having the right to attend and vote thereat as is prescribed in the Act.
- (3) The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any Member shall not invalidate any resolution passed, or proceedings held, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Management Board and of the Auditors, the election of the Executive Committee and the Management Board and the appointment of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three Voting Members shall be a quorum.

16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman of the Meeting (see post) may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

17. The Chairman of the Management Board shall preside as chairman at every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same,

or shall be unwilling to take the chair, the Voting Members present shall choose the Deputy Chairman or if none be present or willing to take the chair, they shall choose a representative of the Management Board who shall be present to preside.

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by at least three Voting Members and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

24. At any General Meeting of the Federation on a show of hands every Voting Member who is present in person or by proxy or (being a corporation) by representative, shall have one vote and



on a poll every Voting Member who is present in person or by proxy or (being a corporation) by representative shall have one vote.

25. Associate Members may attend at any General Meeting and speak thereat but no Associate Member shall be entitled to vote either on a show of hands or on a poll.

26. No Member other than a Voting Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Federation in respect of his membership, shall be entitled to vote on any question at any General Meeting.

27. The Instrument appointing a proxy shall be in writing in common form or in any other form which the Management Board shall approve under the hand of the appointor or his Attorney duly authorised in writing or if the appointor is a Corporation under the hand of an Officer or Attorney so authorised. A proxy need not be a Member of the Federation.

28. The Instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed, must be delivered to such address as may be specified in the Notice convening the meeting, not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the Instrument proposed to vote, and in default, the Instrument of proxy shall not be treated as valid.

29. A vote given in accordance with the terms of an Instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office one hour at least before the time for holding the meeting.

#### MANAGEMENT BOARD

30. The Board of Directors of the Federation shall be known as the Management Board.

31. The Management Board shall comprise the following:

- (1) The Chairman
- (2) The Deputy Chairman
- (3) The Chief Operating Officer
- (4) The Treasurer

- (5) Such other individuals as are elected by the Annual General Meeting.

32. At the Annual General Meeting to be held in every year, all of the Directors for the time being (other than the Chairman the Deputy Chairman and the Chief Operating Officer) shall retire from office. The Chairman, the Deputy Chairman and the Chief Operating Officer are elected every two years. Any casual vacancy in the Management Board may be filled by the Management Board until the next Annual General Meeting.

33. A retiring Director shall be eligible for re-election.

34. No person other than a Director retiring at the meeting shall, unless recommended by the Executive Committee for election, be eligible for election to the office of Director at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than five nor more than twenty-eight intervening days.

35. Until otherwise decided by the Federation in General Meeting the Management Board shall consist of not less than six persons.

36. The Management Board shall comprise the Chairman (who shall also be Chairman of the Federation), Deputy Chairman, the Chief Operating Officer and Treasurer and other individuals approved at each Annual General Meeting.

37. Unless otherwise decided by the Management Board in any particular case, no compensation for services travelling or other expenses shall be paid by the Federation to any Member or Officer of the Federation or to any member of a committee or working party.

38. The day to day business of the Federation shall be managed by the Management Board and may exercise all such powers of the Federation and do on behalf of the Federation all such acts as may be exercised and done by the Federation, and as are not by statute or by these Articles required to be exercised or done by the Federation in General Meeting or the Executive Committee, subject nevertheless to any of these Articles, to the provisions of the Statutes for the time being in force and affecting the Federation and to such rules being not inconsistent with these Articles or the said statutes, as may be prescribed by the

Federation in General Meeting, but no rule made by the Federation in General Meeting shall invalidate any prior act of the Management Board which would have been valid if such rule had not been made.

39. The Management Board for the time being may act notwithstanding any vacancy in their body; provided always that in case the Management Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Management Board for the purpose of admitting persons to the Management Board, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### CHIEF OPERATING OFFICER AND SECRETARIAT

40. The Management Board shall appoint one of their number to be the Chief Operating Officer for such time, at such remuneration and upon such conditions as they may think fit. The Chief Operating Officer shall carry out such duties as may be imposed by the Management Board on the Chief Operating Officer.

41. The Management Board shall establish and maintain a secretariat for the Federation. The Chief Operating Officer shall be responsible to the Management Board for the day to day administration of the secretariat, and the supervision of the accounts of the secretariat. The location of the secretariat shall be decided by the Management Board.

#### THE SEAL

42. The seal of the Federation shall not be affixed to any instrument except by the authority of a resolution of the Management Board and in the presence of at least one representative of the Management Board and the Chief Operating Officer, and the said representative of the Management Board and the Chief Operating Officer shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MANAGEMENT BOARD

43. The office of a representative of the Management Board shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (B) If he becomes of unsound mind;

- (C) If by notice in writing to the Federation he resigns his office;
- (D) If he ceases to hold office by reason of any order made under the Act;
- (E) If he is removed from office by a resolution duly passed pursuant to the Act;
- (F) If he is not re-elected pursuant to these Regulations.

#### PROCEEDINGS OF THE MANAGEMENT BOARD

44. The Management Board shall meet together for the despatch of business at least as regularly as is necessary for the day to day business of the Federation but in any event not less than three times in every year and may adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Management Board, a quorum shall be three of the representatives of the Management Board for the time being. Questions arising at any meeting shall be decided by a majority of votes of the Management Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

45. A member of the Management Board may, and on the request of a member of the Management Board the Chief Operating Officer shall, at any time summon a meeting of the Management Board by notice served upon each Member of the Management Board.

46. The Chairman of the Federation or, failing him, the Deputy-Chairman or Treasurer shall be entitled to preside at all meetings of the Management Board at which he shall be present, but if at any meeting none of them are present within five minutes after the time appointed for holding the meeting or are unwilling to preside, the Management Board shall choose one of their number to be chairman of the meeting.

47. A meeting of the Management Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Federation for the time being vested in the Management Board generally. The Management Board may make regulations or bye-laws which will become effective and operative if approved at the next Annual General Meeting of the Federation.

48. The Management Board shall cause proper minutes to be made of all appointments of officers made by the Management Board and of the proceedings of all meetings of the Federation and of the Management Board and of sub-committees and working parties, and all business transacted at such meetings, and any such minutes

of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

49. A resolution in writing signed by all the Management Board for the time being shall be as valid and effectual as if it had been passed at a meeting of the Management Board duly convened and constituted.

#### EXECUTIVE COMMITTEE

50. There shall be an Executive Committee of the Federation consisting of the Officers of the Management Board and, until the Annual General Meeting next following the adoption of these Articles of Association the existing Members of the Executive Committee. Thereafter the Executive Committee shall comprise one representative proposed by each National Member. The National Member shall also propose an Alternate for the representative elected by that National Member. If any country has more than one National Member as Voting Members of the Federation both or each National Member as the case may be will be permitted to propose a representative and an Alternate to the Executive Committee. Such appointments shall be subject to formal ratification at the Annual General Meeting. In the event that any National Member does not propose a representative at the Annual General Meeting the vacancy on the Executive Committee will remain until the next Annual General Meeting. If there is no National Member in a particular country but there are one or more publishing members, the publishing members may propose one representative to be a member of the Executive Committee and Alternate. In the event that the publishing members in any country where there is no National Member propose more than one representative to be a member of the Executive Committee both or all nominations will be deemed invalid and withdrawn. Such appointment shall be subject to formal ratification at the Annual General Meeting.

51. An alternate shall be entitled to receive notice of all meetings of the Executive Committee to attend and vote at any such meeting at which the Member of the Executive Committee appointing is not personally present, and generally to perform all the functions of his appointor in his absence but shall not be entitled to receive any remuneration from the Federation for his services as an alternate.

52. Save as otherwise provided in the articles, an alternate shall be deemed for all purposes to be a Member of the Executive Committee and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Member of the Executive Committee appointing him.

53. At the Annual General Meeting to be held in every year, the Members of the Executive Committee who are not also Members of the Management Board shall retire from office.

54. The Federation may, at the meeting at which a member of the Executive Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself and being eligible for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

#### PROCEEDINGS OF THE EXECUTIVE COMMITTEE

55. The Executive Committee shall meet together for the dispatch of business not less than once during each calendar year and may adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

56. A Member of the Executive Committee may, and on the request of a Member of the Executive Committee the Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon the several members of the Executive Committee. A Member of the Executive Committee who is absent from the United Kingdom shall be entitled to notice of a meeting.

57. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body so long as their number does not fall below the minimum number prescribed by or pursuant to these articles.

58. The Executive Committee shall cause proper minutes to be made of the proceedings of all meetings of the Executive Committee and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### POWERS OF THE EXECUTIVE COMMITTEE

59. The Executive Committee shall subject to the provisions herein contained be empowered to:-

- (A) Formulate the policy of the Federation having particular regard to promoting the Objects of the Federation and the requirements to be observed under the Memorandum of Association of the Federation.

- (B) Receive reports from the Management Board not less frequently than once yearly dealing with the management and financial affairs of the Federation and to make recommendations to the Management Board.
- (C) Make a report to the Annual General Meeting of the Members of the Federation upon the state of the Federation's affairs and the amount, if any, which they propose to carry to reserves or distribute in accordance with the Objects of the Federation.
- (D) Act as Guardians of the Objects of the Federation with regard to Membership issues.
- (E) Approve nominations for the Management Board prior to submission to the Annual General Meeting.

#### SPECIAL COMMITTEES

##### 60. Committees of the Association

- 60.1 The Management Board shall establish sub-committees to give advice to the Management Board and to Members concerning the affairs of the Federation and the conduct of Members' business generally. These shall be known as the Special Committees of the Federation. In addition the Management Board may appoint any person employed by a Member to serve on any such committee. The Members at a General Meeting may also appoint any such persons to any Special Committee.
- 60.2 The Special Committees may co-opt any person whether a Member of the Federation or not to assist them. However only those representing Members of the Federation shall have a vote.
- 60.3 No Special Committee shall have the power to require the spending of any part of the Federation's funds unless it has the authority of the Management Board to do so. Each Special Committee shall ensure that a proper record is kept of its meetings and activities and that a report on these is presented to each Regular Meeting of the Management Board.
- 60.4 The Management Board shall approve the appointment of the Chairman of each Special Committee who shall hold office for two years. The Chairman of a Special Committee does not need to be a member of the Management Board.
- 60.5 The Management Board or the Special Committees may establish panels or working parties of Members on a

permanent or ad hoc basis to consider and advise upon matters of particular interest. These panels or working parties shall not have any power of action on behalf of the Federation unless properly authorised by the Management Board or by a Special Committee.

60.6 Save as aforesaid the Special Committees, panels and working parties may regulate their meetings as they think fit.

60.7 At the date of adoption of these Articles the Special Committees comprise the following:-

- (a) National Associations Directors Group
- (b) Business Press Group
- (c) Consumer Magazines Group
- (d) Editorial Committee
- (e) Postal Committee
- (f) Production/Joint Industry Consultative Committee.

#### CONGRESSES

61. The Federation shall hold Congresses at such times and in such Countries as the Executive Committee shall determine. All Members of the Federation shall be entitled to attend.

62. For each Congress the Management Board shall invite a National Member of the Federation to act as host. If there is more than one National Member in a country selected by the Management Board for a Congress, the Management Board shall decide, in consultation with such National Members, which of them shall act as host. The Chairman of the Federation and the Chairman or President of the host member shall be the joint Chairmen of the Congress.

63. The organisation and costs of the Congress will be the responsibility of the host member. The Federation may make a contribution to part of the host member's costs out of the Congress registration fees charged by the Federation to such an extent and on such terms as the Management Board may in each case approve in advance of the Congress.

64. The proposed budget, content, presentation and programme for the Congress shall be prepared by the host member subject to the approval of the Management Board. Not less than three months' prior written notice of each Congress shall be given by the Management Board to all Members of the Federation and shall be accompanied by such documents as the Management Board may think fit.

65. The Federation may also organise seminars on such a basis as the Management Board may deem appropriate.



## ACCOUNTS

66. The Management Board shall cause proper books of account to be kept with respect to:-

- (A) All sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Federation; and
- (C) the assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Federation and to explain its transactions.

67. The books of account shall be kept at the Office, or, subject to the Act, at such other place or places as the Management Board shall think fit, and shall always be open to the inspection of Members of the Executive Committee.

68. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of Members not being on the Executive Committee, and no Member (not being on the Executive Committee) shall have any right of inspecting any account or book or document of the Federation except as conferred by statute or authorised by the Executive Committee or by the Federation in General Meeting.

69. At the Annual General Meeting in every year the Management Board shall lay before the Federation a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Management Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto and shall be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

## AUDIT

70. Once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

71. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## NOTICES

72. A notice may be served by the Federation upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

73. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

74. Notices may be sent by telex or facsimile to Members resident outside the United Kingdom provided that copies are sent by first class post or airmail to the Member within 24 hours of despatch by telex or facsimile to the address shown in the Register of Members.

## INDEMNITY

75. Subject to the provision of Section 310 of the Act any officer or employee of the Federation or member of the Management Board or the Executive Committee or Special Committee shall be indemnified from all acts or actions undertaken whilst acting for or on behalf of the Federation.

A large, stylized handwritten signature or scribble, possibly reading 'M', is written over a horizontal line.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

George C. Bogle, President for and on behalf of  
PERIODICAL PUBLISHERS ASSOCIATION LIMITED  
Imperial House  
Kingsway  
London WC2

Timothy John Benn, Director for and on behalf of  
BENN BROTHERS LIMITED  
Bouverie House  
Fleet Street  
London EC4V

Edward Julian Hague, Director for and on behalf of  
EVANS BROTHERS LIMITED  
Montague House  
Russell Square  
London WC1

Ronald Reginald Barnes, Chairman for and on behalf of  
MacLEAN-HUNTER LIMITED  
30 Old Burlington Street  
London W1

Norman Peter Dew, Chairman for and on behalf of  
MORGAN-GRAMPIAN LIMITED  
28 Essex Street  
London WC2

William Anderson Cathles, Managing Director for and on  
behalf of  
ADMARK PUBLISHING COMPANY LIMITED  
180 Fleet Street  
London EC4

Geoffrey H. Perry, Assistant Managing Director for and on  
behalf of  
THOMSON PUBLICATIONS LIMITED  
Elm House  
10-16 Elm Street  
London WC1

---

Dated this 10th day of March 1971

WITNESS to the above signatures:-

MOUNTEVANS  
13 York House  
York House Place  
London W8

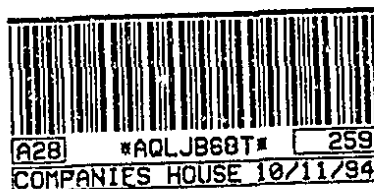
Peer of the Realm

1006977

THE COMPANIES ACTS 1948 to 1967  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION ..  
of  
THE INTERNATIONAL FEDERATION OF THE  
PERIODICAL PRESS LIMITED

(As adopted by Special Resolution  
Passed on 19 September 1994)

1. The name of the Company (hereinafter called "the Federation") is "THE INTERNATIONAL FEDERATION OF THE PERIODICAL PRESS LIMITED".
2. The registered office of the Federation will be situated in England.
3. The objects for which the Federation is established are to develop in close co-operation with its members the interests of the periodical press by strengthening links between magazine publishers and publishers worldwide and in particular:-
  - (i) To support freedom in the dissemination of news, ideas and knowledge particularly through the periodical press in all its forms.
  - (ii) To protect the ethical and material interests of the periodical press and, where necessary, to influence international or national attitudes which affect the interests of the periodical press.
  - (iii) To ensure public and official confidence in, and recognition of, the value of the periodical press to world communications and to the individual.
  - (iv) To promote the use of the periodical press in all its forms as a medium for the effective marketing and advertising of goods and services. To identify generic promotion concepts for magazines and foster wider use through exchange of information and specific support.
  - (v) To help raise the standards and increase the profitability of periodical publishing by collecting and disseminating information about



significant developments in the periodical press and its operating environments in member countries.

- (vi) To encourage the adoption of uniform standards of practice wherever appropriate in:
  - (a) business relations between periodical publishers, their customers and their suppliers;
  - (b) market and media research and readership auditing procedures and the presentation of information arising from such activities;
  - (c) the development and maintenance of ethical standards in advertising;
- (vii) To strive for international respect for intellectual property, recognising that it is only through appropriate use and safeguards that creativity can be protected and rewarded.
- (viii) To encourage the use of magazines in educational programmes to assist the fight against functional illiteracy.
- (ix) To represent magazine interests to the Universal Postal Union to ensure effective distribution of magazines in all markets.
- (x) To identify possible threats to magazine publishing from environmental concerns and seek to address these through co-ordinating research and other initiatives.
- (xi) To seek cost effective ways to develop a database of magazine trends.
- (xii) To create opportunities for members to meet and share their knowledge, experience and ideas, to organise formal international occasions for that purpose, and where appropriate to take united action in their common interests.
- (xiii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Federation may think necessary or convenient for the promotion of its objectives, and to construct, maintain and alter any buildings or erections necessary for the work of the Federation.

- (xiv) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as may be thought necessary with a view to the promotion of its objections.
- (xv) To borrow or raise money for the purposes of the Federation on such terms and on such security as may be thought fit.
- (xvi) To invest the moneys of the Federation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xvii) To establish and support or aid in the establishment and support of any associations or institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of the Federation or calculated to further its objects.
- (xviii) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. Every member of the Federation undertakes to contribute to the assets of the Federation, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five pounds.

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

George C. Bogle, President for and on behalf of  
PERIODICAL PUBLISHERS ASSOCIATION LIMITED  
Imperial House  
Kingsway  
London WC2

Timothy John Benn, Director for and on behalf of  
BENN BROTHERS LIMITED  
Bouverie House  
Fleet Street  
London EC4V

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180 Fleet Street  
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Geoffrey H. Perry, Assistant Managing Director for and on  
behalf of THOMSON PUBLICATIONS LIMITED  
Elm House  
10-16 Elm Street  
London WC1

---

Dated this 10th day of March 1971

WITNESS to the above signatures:-

MOUNTEVANS  
13 York House  
York House Place  
London W8

Peer of the Realm

THE COMPANIES ACTS 1948 to 1967  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
of  
THE INTERNATIONAL FEDERATION OF THE  
PERIODICAL PRESS LIMITED  
(As adopted by Special Resolution  
Passed on 19 September 1994)

GENERAL

1. The Regulations contained in Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to this Company. The following shall be the Regulations of the Company together with those provisions of Table A of the Companies (Tables A to F) Regulations 1985 which are not inconsistent with these provisions.

2. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act, 1985 (as amended).
These Articles	These Articles of Association and the Regulations or Bye Laws of the Federation from time to time in force.
Associate Members	Non voting members of the Federation.
The Federation	The above-named Company.
The Executive Committee	The Executive Committee for the time being of the Federation.
The Office	The registered office of the Federation.
The Management Board	The Board of Directors for the time being of the Federation.



Member	All the Members of the Federation who have paid their annual subscription.
Month	Calendar month.
Regulations	Regulations or Bye Laws, if any, adopted by the Management Board and approved by the Voting Members at the next Annual General Meeting of the Federation.
Voting Members	National and Publishing Members.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and the neuter; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Federation shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

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

4. The Federation is established for the purposes expressed in the Memorandum of Association.

#### MEMBERS

5. The Federation shall consist of persons, unincorporated bodies and companies having an interest in the objects of the Federation and such persons as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained and shall be Members of the Federation in the following categories:-

##### A. Voting Members

##### (1) National Members

National associations of periodical publishers operating in any part of the world.

(2) Publishing Members

Corporations individuals unincorporated  
associations carrying on business as periodical  
publishers in any part of the world.

B. Non Voting Members (hereinafter referred to as  
Associate Members)

- (1) Suppliers consultants and other third parties who  
provide products or services to Periodical  
Publishers.
- (2) Individuals whose contribution to the objects of  
the Federation are substantial but who would not  
otherwise qualify for membership and who shall be  
deemed to be Honorary Members.

6. Applications for admission to membership shall be submitted in writing to the Federation. In the case of an application for membership as a Publishing Member, the Management Board may consult with the relevant National Member, if any, operating in the country of the candidate's principal place of business. In the case of an application for membership as a National Member or an Associate Member the Management Board may request such evidence of eligibility as they may think fit. The Management Board shall then make its recommendation to the Executive Committee. In all cases the decision of the Executive Committee shall be final.

7. All Members shall pay their annual subscriptions to the funds of the Federation at such rates or scales of rates as the Federation in General Meeting may from time to time prescribe. Unless otherwise determined by the Management Board, subscriptions shall be paid in advance not later than 15th February in each year.

8. Any Member may withdraw from the Federation by giving not less than twelve months' prior written notice to the Management Board.

9. The Management Board may refuse to accept or to continue to receive the subscription of any Member who shall have wilfully acted in contravention of the Articles or Regulations of the Federation, or who shall in the opinion of the Management Board have been guilty of such conduct as shall have rendered him unfit to continue to be a Member of the Federation and may remove his name from the Register of Members and he shall thereupon cease to be a Member of the Federation and the Company Secretary shall notify him in writing to this effect; but he shall, notwithstanding his ceasing to be a Member, remain liable for any subscription or contribution which may be due from him at the

time of his ceasing to be a Member. He shall not be eligible for re-admission as a Member unless otherwise determined by resolution of the Voting Members passed by not less than three-fourths of the Voting Members present in person or by proxy at an Extraordinary General Meeting called to consider his re-admission.

The Member shall be given not less than seven days' notice in writing of a meeting of the Management Board under this Article and he shall be given a reasonable opportunity to be present and to be heard. The Member may then appeal to the Executive Committee whose decision shall be final.

#### GENERAL MEETINGS

10. The Federation shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and it will specify the meeting as such in the Notice calling it, and not more than 18 months shall elapse between the date of one Annual General Meeting of the Federation and that of the next. The Annual General Meeting shall be held at such time and place as the Management Board shall appoint.

11. The business to be transacted at each Annual General Meeting of the Federation shall include:-

- (1) Consideration of reports of the Federation's activities and financial position and of the income and expenditure account and balance sheet to be presented to the meeting.
- (2) The election of members of the Management Board.
- (3) The election of members of the Executive Committee.
- (4) The appointment of the Auditors.

12. All other General Meetings shall be called Extraordinary General Meetings. The Management Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

13. (1) Subject to the provisions of Section 369 of the Act, fourteen clear days' notice, at least, or (in the case of an Annual General Meeting or a Meeting convened to pass a Special Resolution) twenty one clear days' notice, at least, shall be given to all Members and also to the Society's Auditors. The length of notice in every case shall be calculated exclusive of the day

on which the Notice is served or deemed to be served and the day for which it is given.

- (2) A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding article, be deemed to have been duly called if it is so agreed:-
  - (a) In the case of a meeting called as the Annual General Meeting, by all Members having the right to attend and vote thereat; and
  - (b) In the case of any other meeting, by such proportion of the Members having the right to attend and vote thereat as is prescribed in the Act.
- (3) The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any Member shall not invalidate any resolution passed, or proceedings held, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Management Board and of the Auditors, the election of the Executive Committee and the Management Board and the appointment of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three Voting Members shall be a quorum.

16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman of the Meeting (see post) may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

17. The Chairman of the Management Board shall preside as chairman at every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same,

or shall be unwilling to take the chair, the Voting Members present shall choose the Deputy Chairman or if none be present or willing to take the chair, they shall choose a representative of the Management Board who shall be present to preside.

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by at least three Voting Members and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

24. At any General Meeting of the Federation on a show of hands every Voting Member who is present in person or by proxy or (being a corporation) by representative, shall have one vote and

on a poll every Voting Member who is present in person or by proxy or (being a corporation) by representative shall have one vote.

25. Associate Members may attend at any General Meeting and speak thereat but no Associate Member shall be entitled to vote either on a show of hands or on a poll.

26. No Member other than a Voting Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Federation in respect of his membership, shall be entitled to vote on any question at any General Meeting.

27. The Instrument appointing a proxy shall be in writing in common form or in any other form which the Management Board shall approve under the hand of the appointor or his Attorney duly authorised in writing or if the appointor is a Corporation under the hand of an Officer or Attorney so authorised. A proxy need not be a Member of the Federation.

28. The Instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed, must be delivered to such address as may be specified in the Notice convening the meeting, not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the Instrument proposed to vote, and in default, the Instrument of proxy shall not be treated as valid.

29. A vote given in accordance with the terms of an Instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office one hour at least before the time for holding the meeting.

#### MANAGEMENT BOARD

30. The Board of Directors of the Federation shall be known as the Management Board.

31. The Management Board shall comprise the following:

- (1) The Chairman
- (2) The Deputy Chairman
- (3) The Chief Operating Officer
- (4) The Treasurer

- (5) Such other individuals as are elected by the Annual General Meeting.

32. At the Annual General Meeting to be held in every year, all of the Directors for the time being (other than the Chairman the Deputy Chairman and the Chief Operating Officer) shall retire from office. The Chairman, the Deputy Chairman and the Chief Operating Officer are elected every two years. Any casual vacancy in the Management Board may be filled by the Management Board until the next Annual General Meeting.

33. A retiring Director shall be eligible for re-election.

34. No person other than a Director retiring at the meeting shall, unless recommended by the Executive Committee for election, be eligible for election to the office of Director at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than five nor more than twenty-eight intervening days.

35. Until otherwise decided by the Federation in General Meeting the Management Board shall consist of not less than six persons.

36. The Management Board shall comprise the Chairman (who shall also be Chairman of the Federation), Deputy Chairman, the Chief Operating Officer and Treasurer and other individuals approved at each Annual General Meeting.

37. Unless otherwise decided by the Management Board in any particular case, no compensation for services travelling or other expenses shall be paid by the Federation to any Member or Officer of the Federation or to any member of a committee or working party.

38. The day to day business of the Federation shall be managed by the Management Board and may exercise all such powers of the Federation and do on behalf of the Federation all such acts as may be exercised and done by the Federation, and as are not by statute or by these Articles required to be exercised or done by the Federation in General Meeting or the Executive Committee, subject nevertheless to any of these Articles, to the provisions of the Statutes for the time being in force and affecting the Federation and to such rules being not inconsistent with these Articles or the said statutes, as may be prescribed by the

Federation in General Meeting, but no rule made by the Federation in General Meeting shall invalidate any prior act of the Management Board which would have been valid if such rule had not been made.

39. The Management Board for the time being may act notwithstanding any vacancy in their body; provided always that in case the Management Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Management Board for the purpose of admitting persons to the Management Board, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### CHIEF OPERATING OFFICER AND SECRETARIAT

40. The Management Board shall appoint one of their number to be the Chief Operating Officer for such time, at such remuneration and upon such conditions as they may think fit. The Chief Operating Officer shall carry out such duties as may be imposed by the Management Board on the Chief Operating Officer.

41. The Management Board shall establish and maintain a secretariat for the Federation. The Chief Operating Officer shall be responsible to the Management Board for the day to day administration of the secretariat, and the supervision of the accounts of the secretariat. The location of the secretariat shall be decided by the Management Board.

#### THE SEAL

42. The seal of the Federation shall not be affixed to any instrument except by the authority of a resolution of the Management Board and in the presence of at least one representative of the Management Board and the Chief Operating Officer, and the said representative of the Management Board and the Chief Operating Officer shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MANAGEMENT BOARD

43. The office of a representative of the Management Board shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (B) If he becomes of unsound mind;



- (C) If by notice in writing to the Federation he resigns his office;
- (D) If he ceases to hold office by reason of any order made under the Act;
- (E) If he is removed from office by a resolution duly passed pursuant to the Act;
- (F) If he is not re-elected pursuant to these Regulations.

#### PROCEEDINGS OF THE MANAGEMENT BOARD

44. The Management Board shall meet together for the despatch of business at least as regularly as is necessary for the day to day business of the Federation but in any event not less than three times in every year and may adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Management Board, a quorum shall be three of the representatives of the Management Board for the time being. Questions arising at any meeting shall be decided by a majority of votes of the Management Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

45. A member of the Management Board may, and on the request of a member of the Management Board the Chief Operating Officer shall, at any time summon a meeting of the Management Board by notice served upon each Member of the Management Board.

46. The Chairman of the Federation or, failing him, the Deputy-Chairman or Treasurer shall be entitled to preside at all meetings of the Management Board at which he shall be present, but if at any meeting none of them are present within five minutes after the time appointed for holding the meeting or are unwilling to preside, the Management Board shall choose one of their number to be chairman of the meeting.

47. A meeting of the Management Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Federation for the time being vested in the Management Board generally. The Management Board may make regulations or bye-laws which will become effective and operative if approved at the next Annual General Meeting of the Federation.

48. The Management Board shall cause proper minutes to be made of all appointments of officers made by the Management Board and of the proceedings of all meetings of the Federation and of the Management Board and of sub-committees and working parties, and all business transacted at such meetings, and any such minutes

of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

49. A resolution in writing signed by all the Management Board for the time being shall be as valid and effectual as if it had been passed at a meeting of the Management Board duly convened and constituted.

#### EXECUTIVE COMMITTEE

50. There shall be an Executive Committee of the Federation consisting of the Officers of the Management Board and, until the Annual General Meeting next following the adoption of these Articles of Association the existing Members of the Executive Committee. Thereafter the Executive Committee shall comprise one representative proposed by each National Member. The National Member shall also propose an Alternate for the representative elected by that National Member. If any country has more than one National Member as Voting Members of the Federation both or each National Member as the case may be will be permitted to propose a representative and an Alternate to the Executive Committee. Such appointments shall be subject to formal ratification at the Annual General Meeting. In the event that any National Member does not propose a representative at the Annual General Meeting the vacancy on the Executive Committee will remain until the next Annual General Meeting. If there is no National Member in a particular country but there are one or more publishing members, the publishing members may propose one representative to be a member of the Executive Committee and Alternate. In the event that the publishing members in any country where there is no National Member propose more than one representative to be a member of the Executive Committee both or all nominations will be deemed invalid and withdrawn. Such appointment shall be subject to formal ratification at the Annual General Meeting.

51. An alternate shall be entitled to receive notice of all meetings of the Executive Committee to attend and vote at any such meeting at which the Member of the Executive Committee appointing is not personally present, and generally to perform all the functions of his appointor in his absence but shall not be entitled to receive any remuneration from the Federation for his services as an alternate.

52. Save as otherwise provided in the articles, an alternate shall be deemed for all purposes to be a Member of the Executive Committee and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Member of the Executive Committee appointing him.

53. At the Annual General Meeting to be held in every year, the Members of the Executive Committee who are not also Members of the Management Board shall retire from office.

54. The Federation may, at the meeting at which a member of the Executive Committee retires in manner aforesaid; fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself and being eligible for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

#### PROCEEDINGS OF THE EXECUTIVE COMMITTEE

55. The Executive Committee shall meet together for the dispatch of business not less than once during each calendar year and may adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

56. A Member of the Executive Committee may, and on the request of a Member of the Executive Committee the Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon the several members of the Executive Committee. A Member of the Executive Committee who is absent from the United Kingdom shall be entitled to notice of a meeting.

57. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body so long as their number does not fall below the minimum number prescribed by or pursuant to these articles.

58. The Executive Committee shall cause proper minutes to be made of the proceedings of all meetings of the Executive Committee and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### POWERS OF THE EXECUTIVE COMMITTEE

59. The Executive Committee shall subject to the provisions herein contained be empowered to:-

- (A) Formulate the policy of the Federation having particular regard to promoting the Objects of the Federation and the requirements to be observed under the Memorandum of Association of the Federation.

- (B) Receive reports from the Management Board not less frequently than once yearly dealing with the management and financial affairs of the Federation and to make recommendations to the Management Board.
- (C) Make a report to the Annual General Meeting of the Members of the Federation upon the state of the Federation's affairs and the amount, if any, which they propose to carry to reserves or distribute in accordance with the Objects of the Federation.
- (D) Act as Guardians of the Objects of the Federation with regard to Membership issues.
- (E) Approve nominations for the Management Board prior to submission to the Annual General Meeting.

### SPECIAL COMMITTEES

#### 60. Committees of the Association

- 60.1 The Management Board shall establish sub-committees to give advice to the Management Board and to Members concerning the affairs of the Federation and the conduct of Members' business generally. These shall be known as the Special Committees of the Federation. In addition the Management Board may appoint any person employed by a Member to serve on any such committee. The Members at a General Meeting may also appoint any such persons to any Special Committee.
- 60.2 The Special Committees may co-opt any person whether a Member of the Federation or not to assist them. However only those representing Members of the Federation shall have a vote.
- 60.3 No Special Committee shall have the power to require the spending of any part of the Federation's funds unless it has the authority of the Management Board to do so. Each Special Committee shall ensure that a proper record is kept of its meetings and activities and that a report on these is presented to each Regular Meeting of the Management Board.
- 60.4 The Management Board shall approve the appointment of the Chairman of each Special Committee who shall hold office for two years. The Chairman of a Special Committee does not need to be a member of the Management Board.
- 60.5 The Management Board or the Special Committees may establish panels or working parties of Members on a

permanent or ad hoc basis to consider and advise upon matters of particular interest. These panels or working parties shall not have any power of action on behalf of the Federation unless properly authorised by the Management Board or by a Special Committee.

60.6 Save as aforesaid the Special Committees, panels and working parties may regulate their meetings as they think fit.

60.7 At the date of adoption of these Articles the Special Committees comprise the following:-

- (a) National Associations Directors Group
- (b) Business Press Group
- (c) Consumer Magazines Group
- (d) Editorial Committee
- (e) Postal Committee
- (f) Production/Joint Industry Consultative Committee.

#### CONGRESSES

61. The Federation shall hold Congresses at such times and in such Countries as the Executive Committee shall determine. All Members of the Federation shall be entitled to attend.

62. For each Congress the Management Board shall invite a National Member of the Federation to act as host. If there is more than one National Member in a country selected by the Management Board for a Congress, the Management Board shall decide, in consultation with such National Members, which of them shall act as host. The Chairman of the Federation and the Chairman or President of the host member shall be the joint Chairmen of the Congress.

63. The organisation and costs of the Congress will be the responsibility of the host member. The Federation may make a contribution to part of the host member's costs out of the Congress registration fees charged by the Federation to such an extent and on such terms as the Management Board may in each case approve in advance of the Congress.

64. The proposed budget, content, presentation and programme for the Congress shall be prepared by the host member subject to the approval of the Management Board. Not less than three months' prior written notice of each Congress shall be given by the Management Board to all Members of the Federation and shall be accompanied by such documents as the Management Board may think fit.

65. The Federation may also organise seminars on such a basis as the Management Board may deem appropriate.

## ACCOUNTS

66. The Management Board shall cause proper books of account to be kept with respect to:-

- (A) All sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Federation; and
- (C) the assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Federation and to explain its transactions.

67. The books of account shall be kept at the Office, or, subject to the Act, at such other place or places as the Management Board shall think fit, and shall always be open to the inspection of Members of the Executive Committee.

68. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of Members not being on the Executive Committee, and no Member (not being on the Executive Committee) shall have any right of inspecting any account or book or document of the Federation except as conferred by statute or authorised by the Executive Committee or by the Federation in General Meeting.

69. At the Annual General Meeting in every year the Management Board shall lay before the Federation a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Management Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto and shall be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

## AUDIT

70. Once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

71. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## NOTICES

72. A notice may be served by the Federation upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

73. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

74. Notices may be sent by telex or facsimile to Members resident outside the United Kingdom provided that copies are sent by first class post or airmail to the Member within 24 hours of despatch by telex or facsimile to the address shown in the Register of Members.

## INDEMNITY

75. Subject to the provision of Section 310 of the Act any officer or employee of the Federation or member of the Management Board or the Executive Committee or Special Committee shall be indemnified from all acts or actions undertaken whilst acting for or on behalf of the Federation.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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George C. Bogle, President for and on behalf of  
PERIODICAL PUBLISHERS ASSOCIATION LIMITED  
Imperial House  
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Timothy John Benn, Director for and on behalf of  
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Edward Julian Hague, Director for and on behalf of  
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Ronald Reginald Barnes, Chairman for and on behalf of  
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Norman Peter Dew, Chairman for and on behalf of  
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28 Essex Street  
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William Anderson Cathles, Managing Director for and on  
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180 Fleet Street  
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Geoffrey H. Perry, Assistant Managing Director for and on  
behalf of  
THOMSON PUBLICATIONS LIMITED  
Elm House  
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London WC1

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Dated this 10th day of March 1971

WITNESS to the above signatures:-

MOUNTEVANS  
13 York House  
York House Place  
London W8

Peer of the Realm