

THE COMPANIES ACT 2006

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

NEW

ARTICLES OF ASSOCIATION

OF

BOOK INDUSTRY COMMUNICATION LIMITED

**(As adopted by Special Resolution
passed on 23 November 2020)**

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise:

“articles” means the Company’s articles of association;

“Board” means the Board of Directors for the time being of the Company;

“Board Meeting” means any meeting of the Board of Directors only;

“clear days” in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect;

“Company” means Book Industry Communication Limited;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

“Director” means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Executive Director” means a current statutory Director as defined in UK law, appointed and approved by 75% of the Board whose main role is to represent the membership constituency, is responsible for the overall day to day management of the Company;

“General Meeting” means a meeting of the Members of the Company;

“Member” has the meaning given in section 112 of the Companies Act 2006 and are to be corporate entities only;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a Directors’ meeting, has the meaning given in article 10;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols, or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

Liability of members

2. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for
 - (a) payment of the Company’s debts and liabilities contracted before they cease to be a Member,
 - (b) payment of the costs, charges, and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors’ general authority

3.
 - (1) Subject to the provisions of the Companies Act, these articles and the memorandum of association, the business of the Company shall be conducted by the Board, who may exercise all powers of the Company. The Board shall consist of a minimum of eight but no more than twenty elected Board members appointed in accordance with these articles.
 - (2) At all times, the Board must consist of seven Directors and the Executive Director and must be representative of the Membership of the Company and the industry as a whole.
 - (3) The Chair is voted for by the Board from the body of Directors and will serve a minimum term of three years.
 - (4) The first Chair will be voted from the current Board of Directors as at the time of adoption of these new Articles.
 - (5) The Board has the power to delegate to an appropriate subcommittee e.g. a remuneration committee.

- (6) The Board is responsible for ensuring that the Company's schedule of work should be reflective of the requirements of the Members at all times.
- (7) The Executive Director reports to the Board directly and must only act as mandated by the Board.

Members' reserve power

- 4. (1) The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 5. The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a Board Meeting or a decision taken in accordance with article 6.

Unanimous decisions

- 6. (1) A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- (3) References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

Directors' meetings

- 7. (1) The Board shall meet as frequently as it may determine save that it shall meet not less than once each calendar year.
- (2) A meeting of the Board shall be summoned at any time on the authority of the Chair.

- (3) Notice of any Directors' meeting must indicate
 - (a) its proposed date and time
 - (b) where it is to take place; and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (4) Notice of a Directors' meeting must be given to each Director but need not be in writing.
- (5) A Director may waive their entitlement to receive notice of a meeting by giving notice to that effect to the Company in advance or not more than 7 days after the date on which the meeting is held. Where such notice of a waiver is received, then the Director need not be given any notice of the meeting. Where notice of the waiver is given after the meeting is held, then that does not affect the validity of the meeting or any of the business conducted at the meeting.

Participation in Directors' meetings

- 8. (1) Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for Directors' meetings

- 9. (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) Subject to article 11, the quorum for Directors' meetings shall be 50% of the members of the Board at the time the meeting is called, with each member only receiving one vote. In the event of an uneven number the Quorum is to be rounded up.
- (3) If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision

- (a) to appoint further Directors, or
- (b) to call a general meeting so as to enable the members to appoint further Directors.

Casting vote

10. (1) If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the Board Meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

11. (1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when
- (a) the Company by special resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process
 - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes
- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries; and
 - (b) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.

- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Director other than the Chair is to be final and conclusive.
- (7) If any question as to the right to participate in a Board Meeting (or part of a Board Meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Directors at that Board Meeting, for which purpose the Chair is not to be counted as participating in the Board Meeting (or that part of the Board Meeting) for voting or quorum purposes.
- (8) The Executive Director may not sit on the board of any Member company with the exception of those that are not for profit.

Records of decisions to be kept

- 12. The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Directors' discretion to make further rules

- 13. Subject to the articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT OF DIRECTORS

Elected members of the Board: eligibility and period of service

- 14.
 - (1) Any Member is eligible to nominate a Director of a fellow Member for election to the Board.
 - (2) The Board is eligible to nominate any person or company who is willing to act as a Director who is from an industry not connected to the book industry and would be of a benefit to the Company. However, the balance between representation of the Members should not adversely be impacted by this.
 - (3) Elected members of the Board shall be elected for an initial term of three years subject to article 14(5) but shall be eligible for re-election for one further term of three years.
 - (4) article 14(3) shall not apply to the Executive Director.

- (5) Each retiring elected Director shall be eligible for immediate re-election as a Director if they are retiring from their first term.
- (6) Once a Director has served two consecutive three-year terms, they cannot be considered for nomination for a period of one year from the date they vacate office.
- (7) The Board has the power to extend the three-year term in order to preserve the continuity of the business
- (8) No Director of a Member whose due subscription remains unpaid at the date of nomination shall be eligible for nomination as a candidate for Director of the Company

Election of Member Directors

- 15. (1) Any Director of a Member eligible and willing to serve as an elected member of the Board may be proposed by other Members of the Company.
- (2) A Director of a Member may propose themselves to serve as an elected member of the Board.
- (3) Nominations for elected posts shall be invited from all Members on dates determined by the Board which shall be sufficiently in advance of the relevant General Meeting to enable elections to be properly held.
- (4) Nominations shall be returned to the Board within fourteen days of the date of the issue of the invitation.
- (5) In the event of a contest, a list of candidates shall be prepared and sent to all Members of the Company eligible to vote. Votes shall be returned to the Board, duly completed, by the deadline date issued by the Board.
- (6) Votes may be returned by post, fax or email, such contact details to be specified by the Board.
- (7) Votes shall be completed by a person properly authorised on behalf of each Member. The Board shall appoint a teller to count the votes, take all reasonable steps to ensure secrecy and once the result is known it will be confirmed at a Board Meeting and will be communicated to the Members at the next General Meeting.
- (8) The system of voting in the election for members of the Board shall be by simple majority, the candidate with the largest number of votes being elected first. In the event of a tie, the Chair shall have a casting vote.
- (9) The Board has the right to veto a newly elected Director for any reason.

Election of non-Member Directors

16. (1) A member of the Board may nominate any person or company as a Director of the Company whose expertise will be of benefit to the Company and are from an industry that is not on connected to the book industry.
- (2) Nominations for these Directors shall be sent to the Board members eligible to vote, subject to article 11, and be sufficiently in advance of the relevant Board Meeting to enable elections to be properly held.
- (3) The system of voting in the election for members of the Board shall be by simple majority, the candidate with the largest number of votes being elected first. In the event of a tie, the Chair shall have a casting vote.
- (4) Votes shall be by the Board only and the results will be made known during the Board Meeting and will be announced via email to those Board members that passed their vote by email.

Termination of Director's appointment

17. (1) A company will cease to be a Director as soon as
- (a) it enters into liquidation (not being a voluntary liquidation for the purposes of being followed by a reconstruction or amalgamation while solvent);
 - (b) it enters into any arrangement or composition with its creditors;
 - (c) it has a receiver or administrative receiver appointed;
 - (d) it has failed to pay any membership subscription
 - (e) if it is a Member, it ceases to be so
- (2) A person ceases to be a Director as soon as
- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law
 - (b) a bankruptcy order is made against that person
 - (c) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms
 - (d) a notice removing them from office is delivered in accordance with the provisions of these articles
 - (e) if their directorship with the Member company ceases for whatever reason; and

- (f) if the Member company they are a Director of ceases to be a Member for whatever reason.

Directors' remuneration and expenses

18. (1) With the exception of the Executive Director role, no remuneration shall be payable to the Directors in respect of their services as Directors unless approved by the Board or committee.
- (2) The Company may pay any reasonable expenses which the Directors properly incur in connection with their duties as members of the Board.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Membership

19. (1) No entity shall become a Member of the Company unless
- (a) It has completed an application for membership in a form approved by the Board, and
- (b) the Executive Director has approved the application based on the Board's assessment of the applicant's ability to fulfil the requirements of the terms and conditions of membership with the Company (referred to in article 23(b))
- (2) Save as specifically provided otherwise in these articles, the Board shall have absolute discretion to grant or refuse membership to any applicant.

Applications/Invitations for membership

20. (1) Existing subscription payers at the time of adoption of these articles shall be invited, by the Board, to become Members of the Company.
- (2) Any organisation wishing to be appointed a Member of the Company shall apply in the form and manner prescribed by the Board. Any application is subject to the conditions set out in these articles.
- (3) An applicant may request the Board to reconsider any decision to refuse that applicant's membership. Any such request must be in writing. The applicant may also make such written submissions to the Board as it thinks fit in support of its request. The applicant shall make any such request, and provide any such submissions, within twenty-one days of receiving from the Board notice of its reasons for such refusal.

- (4) Upon receiving any request from an applicant under article 20(3), the Board shall duly reconsider its decision, taking into account any submissions provided by the applicant in support of that request. The Board shall promptly notify the applicant of its eventual decision.

Discontinuation of membership/removal of a Member

- 21.
- (1) Subject to article 21(2), the Board may at any time decide to discontinue the membership of or remove any Member who the Board believes has ceased to meet the criteria and requirements for membership as determined by the Board from time to time, has ceased to be eligible for membership, has not fulfilled the requirements of the terms and conditions of the membership of the Company (referred to in article 23(b)), has not paid its subscription fee or has acted in any way detrimental to the interests of the Company. Such decision must be approved at a Board Meeting by 75% of the Directors for the time being.
 - (2) Where the Board decides to discontinue the membership of or remove any Member, either in accordance with article 21(1) or otherwise, it shall notify the Member in writing of its intention to do so giving reasons for its proposed decision.
 - (3) A Member may request the Board to reconsider any decision which it takes to discontinue that Member's membership. Any such request must be in writing. The Member may also make such written submissions to the Board as it thinks fit in support of its request. The Member shall make any such request, and provide any such submissions, within twenty-one days of receiving from the Board notice of its reasons for such decision.
 - (4) Upon receiving any request from a Member under article 21(3), the Board shall duly reconsider its decision, taking into account any submissions provided by the Member in support of that request. The Board shall promptly notify the Member of its eventual decision.

Appeals against decisions by the Board in relation to membership

- 22.
- (1) Where the Board decides not to grant membership to an applicant in accordance with article 20(4), or decides to discontinue the membership of or remove a Member in accordance with article 21(4) the applicant or Member may appeal against the Board's decision.
 - (2) The Company and the appellant must nominate one representative each for the appeal process.
 - (3) An applicant or Member who wishes to appeal against a decision by the Board under article 22(1) shall give notice in writing to the Board within twenty-one days of receiving notice of the Boards' decision.

- (4) Both parties shall bear their own costs associated with such appeal, except that the parties shall share evenly any costs incurred in connection with appointing the person chosen to hear the appeal under article 22(5) and that person's costs associated with hearing the appeal.
- (5) Any appeal made under this article shall be heard by a representative of the Board, to be agreed by the Board and the appellant, or where the Board and the appellant cannot reach such agreement within two months of the Board receiving notice from the appellant under article 22(3), by a person considered suitable by the President of the Law Society of England and Wales.
- (6) The person chosen to hear any such appeal may adopt such procedures as they think fit, but those procedures must provide both the Board and the appellant with an appropriate opportunity to make such submissions, and to present such material, as they consider necessary for him or her to properly reconsider the Boards' decision.
- (7) The decision of the person chosen to hear any such appeal shall be final and binding on the parties. The person chosen to hear any such appeal shall promptly notify the parties of their decision. As appropriate, the Board shall then promptly confirm or reverse its original decision.

Obligations of Membership

- 23.** The obligations of membership are to comply with the obligations arising under or pursuant to these articles and the memorandum of association together with such rules and regulations made by the Board from time to time and in particular
- (a) To pay subscriptions due as provided in article 24; and
 - (b) To enter into a terms and conditions of the membership agreement with the Company, such agreement, inter alia, to set out performance criteria to be met by the Member.

Subscriptions

- 24.** (1) Each Member shall pay such annual subscriptions as may from time to time be determined by the Board. Annual subscriptions shall be payable for the year in advance.
- (2) Any Member whose subscription remains overdue (as per The Company's invoice payment terms) on the day before a vote shall not be entitled to exercise their vote.

Commencement, withdrawal, and termination of membership

- 25.** (1) A existing subscription payer becomes a Member of the Company on signature of the terms and conditions of the membership with the Company (as referred to in article (24(b))) and payment of the appropriate fee.

- (2) For all new Members applying after the adoption of these Articles of Association the payment of their first subscription invoices indicates their acceptance of the Articles of Association and the terms and conditions of the membership with the Company (as referred to in article (23(b))).
- (3) A Member may withdraw from the Company by giving notice in accordance with the provisions of the terms and conditions of the membership of the Company (as referred to in article (23(b))).
- (4) The privileges of a Member shall not be transferable, and any Member of the Company shall cease to be a Member if
 - (a) it enters into liquidation (not being a voluntary liquidation for the purposes of being followed by a reconstruction or amalgamation while solvent);
 - (b) it enters into any arrangement or composition with its creditors;
 - (c) it has a receiver or administrative receiver appointed;
 - (d) if it has failed to pay any membership subscriptions that are greater than three months overdue.
 - (e) it has breached any of the terms and conditions of membership of the company.

ORGANISATION OF GENERAL MEETINGS

Annual General Meeting

26. An annual General Meeting shall be held to coincide with a meeting of the Board at some convenient place to be determined by the Board.

Notice of General Meetings

27. (1) Not less than fourteen clear days before the date set for any General Meeting, the Executive Director shall circulate a notice announcing the date and place of the meeting and setting out any business and formal resolutions proposed by the Board of which Members have given notice they wish to raise at the General Meeting in accordance with article 27(2).
- (2) Members wishing to propose matters or formal resolutions as business for a General Meeting pursuant to these articles must give formal notice to the Executive Director to this effect no less than twenty-one clear days prior to the relevant general meeting.
- (3) The Company may give any notice to a Member personally, or by sending it by post in a prepaid envelope addressed to the Member at his or her registered address, or by leaving it at that address. Where the Member has given to the Company a fax number

or email address to which notices may be sent electronically, the Company may give a valid notice by means of fax or email.

- (4) Proof that an envelope containing a notice was properly addressed, prepaid, and posted shall be conclusive evidence that the notice was given to a postal address. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to a fax number or email address. A notice shall be deemed to be given at the expiration of seventy-two hours after it was posted or (as the case may be) forty-eight hours after being transmitted electronically.
- (5) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive any notice thereof shall not invalidate any resolution passed, or any proceedings, at any meetings

Attendance and voting at General Meetings

- 28. (1) The corporate representative of a Member properly authorised to do so may attend and speak at General Meetings. Save as specifically provided otherwise in these articles, all Members shall be entitled to one vote each.
- (2) In determining attendance at a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (3) Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for General Meetings

- 29. No business is to be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The corporate representatives of twelve Members represented at the General Meeting shall form a quorum of a General Meeting.

Adjournment

- 30. (1) If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- (2) The Chair of the meeting may adjourn a General Meeting at which a quorum is present if
 - (a) the meeting consents to an adjournment, or

- (b) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The Chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- (4) When adjourning a General Meeting, the Chair of the meeting must
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
 - (a) to the same persons to whom notice of the Company's General Meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

- 31.
 - (1) A resolution put to the vote of a General Meeting must be decided on a show of hands.
 - (2) Except as provided otherwise in these articles the business at a General Meeting shall be determined by a simple majority or, in the case of a matter which requires a special resolution by a majority of seventy five percent.

Errors and disputes

- 32.
 - (1) No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
 - (2) Any such objection must be referred to the Chair whose decision is final.

Amendments to resolutions

33. (1) An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if
- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if
- (a) the Chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

34. (1) Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

35. (1) Any common seal may only be used by the authority of the Directors.
- (2) The Directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is—
- (a) any Director of the Company; or
 - (b) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36. Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

Provision for employees on cessation of business

37. (1) The Directors, excluding the Executive Director, may decide to make provision for the benefit of persons employed (in accordance with their contracts of employment) or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation of the business.
- (2) The Directors, excluding the Executive Director, must make provision for the benefit of persons currently employed at the time of the adoption of these Articles of Association (in accordance with their contracts of employment) in connection with the cessation of the business.

Winding up of the Company

38. On the winding up of the company any surplus assets after all creditors including all legal obligations to staff are fully satisfied are to be donated to a charity chosen by the Board at the time of the winding up.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

39. (1) Subject to paragraph (2), a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against—
- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that Director as an officer of the Company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant Director" means any Director or former Director of the Company or an associated company.

Insurance

40. (1) The Directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant Director in respect of any relevant loss.
- (2) In this article
- (a) a "relevant Director" means any Director or former Director of the Company or an associated company,
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund of the Company or associated company, and

- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Our Ref: CAC/RJ/B100/144

The Registrar of Companies
Department of Trade & Industry
Companies House
Crown Way
Cardiff
CF4 3UZ

27 November 2020

Dear Sirs

BOOK INDUSTRY COMMUNICATION LIMITED
COMPANY NUMBER: 02589185

Please include the following items on the above Company's file:

1 x Special Resolution
1 x Articles of Association

Please acknowledge safe receipt by signing and returning the enclosed copy of this letter.

Should there be any queries on the above please contact Richard Jones at this office.

Yours faithfully

C & P CONSULTANTS LIMITED

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