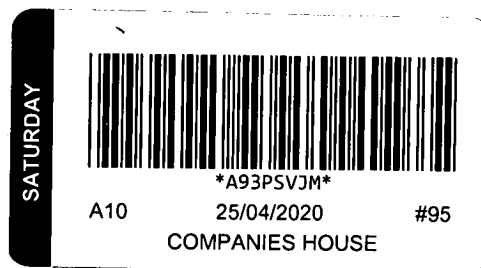


**Company No: 4865179**  
**The Companies Act 1985**  
**Company Limited By Guarantee And Not Having A Share Capital**



**ARTICLES OF ASSOCIATION**  
**(as amended by Special Resolution dated 23 April 2020)**  
**of**  
**COUNTER ONLINE METRICS**  
**Incorporated the 13<sup>th</sup> day of August 2003**

**Interpretation**

1 In these Articles:

“The Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

“The Articles” means the Articles of the Company

“authorised representative” means an individual whose name has been notified in writing to the Company Secretary by a member corporation as the person who may be counted in any quorum and vote on behalf of the member corporation at any general meeting

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

“Electronic general meeting” means a general meeting hosted on an Electronic platform

“Electronic platform” includes, but is not limited to, website addresses and conference call systems

“Executed” includes any mode of execution

“Office” means the registered office of the Company

“Present” means, for the purposes of physical general meetings, present in person, or, for the purposes of Electronic general meetings, present by electronic means (and references to persons attending by electronic means is defined as attendance at Electronic general meetings via the electronic platform(s) stated in the notice of such meeting)

“Secretary” means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary

“The United Kingdom” means Great Britain and Northern Ireland Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

**Members**

2 The subscribers to the Memorandum of Association of the Company and such other persons or corporations as are admitted to membership in accordance with the Articles shall be members of the Company. No person or corporation shall be admitted a member of the Company unless he, she or it is a publisher, a library, an intermediary or trade association for publishers and/or libraries or such other person or organisation as may be approved by the directors. Every person or corporation who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.

- 3 A member may at any time withdraw from the Company by giving at least 7 clear days' notice to the Company. Membership shall not be transferable and shall cease on death.
- 4 The directors may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the directors or a committee of the directors. Membership shall be terminated if the member concerned:
- a) dies or (in the case of an corporation) ceases to exist
  - b) is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due).
- 5 It shall be lawful for the directors to provide for the admission of such persons as they may think fit to be friends or associates of the Company and for the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be members of the Company and their rights (if any) shall not include a right to speak or vote at general meetings of the Company. The Secretary shall keep an accurate register of such friends or associates of the Company.

### **General meetings**

- 6 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The board shall determine whether a general meeting is to be held as a physical general meeting or an Electronic general meeting. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place (including Electronic platforms) as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings. At an Annual General Meeting the members:
- a) receive the accounts of the Company for the previous financial year;
  - b) receive the directors' report on the Company's activities since the previous Annual General Meeting;
  - c) accept the retirement of those directors who wish to retire or who are retiring by rotation;
  - d) elect persons to be directors to fill the vacancies arising;
  - e) appoint auditors for the Company;
  - f) discuss and determine any issues of policy or deal with any other business put before them.
- 7 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

### **Notice of general meetings**

- 8 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 Clear Days' written notice. All other extraordinary general

meetings shall be called by at least 14 Clear Days' written notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

9 The notice shall be given to all the members, auditors, directors and every legal representative or trustee in bankruptcy of a member where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting, and shall specify:

- whether the meeting shall be a physical or an electronic meeting;
- the general nature of the business to be dealt with; and
- for physical general meetings, the time, date and place of the meeting; or
- for Electronic general meetings, the time, date and Electronic platform for the meeting, which Electronic platform may vary from time to time and from meeting to meeting as the board, in its sole discretion, sees fit,

and in the case of an annual general meeting it shall specify the meeting as such. Notice may be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this clause "address" in relation to electronic communications includes any number or address used for the purposes of such communications. If the notice is made available by means of a website, it must be available until the conclusion of the meeting.

10 The notice shall be given in writing either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. A member whose registered address is not within the United Kingdom and who gives the company an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communications shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company. In this clause, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications. A meeting of the Company shall, notwithstanding that it is called by shorter notice than usually required in clause 9, be deemed to have been duly called if it is so agreed.

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

#### **Proceedings at general meetings**

12 No business shall be transacted at any meeting unless a quorum is Present. Five persons or 5% of the persons entitled to vote upon the business to be transacted (whichever is the greater), each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

13 If such a quorum is not Present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be Present, the meeting shall stand adjourned to the same day in the next week at the same time and place (which place may include Electronic platforms) or to such other time as the directors may determine.

- 14 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be Present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors Present shall elect one of their number to be chairman and, if there is only one director Present and willing to act, he shall be chairman.
- 15 If no director is willing to act as chairman, or if no director is Present within 15 minutes after the time appointed for holding the meeting, the members Present and entitled to vote shall choose one of their number to be chairman.
- 16 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 17 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place (which place may include Electronic platforms) of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 18 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the chairman; or
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
- 19 Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 20 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 21 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place (which place may include Electronic platforms) for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 22 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 23 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place (which place may include Electronic platforms) as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of

24 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place (which place may include Electronic platforms) at which the poll is to be taken.

25 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was Present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

26 On a show of hands every member present in person or (in the case of a member corporation) by an authorised representative shall have one vote. On a poll every member present in person or by proxy shall have one vote.

26A All resolutions put to the members at Electronic general meetings shall be voted on by a poll, which poll votes may be cast by such electronic means as the board in its sole discretion deems appropriate for the purposes of the meeting.

27 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

28 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

29 The appointment of a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

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

Counter Online Metrics Memorandum and Articles of Association [amended 23 April 2020]

being a member/members of the above-named Company, hereby appoint  
of                      or failing him  
of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the  
annual/extraordinary general meeting of the Company, to be held on , and at  
an adjournment thereof.

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

Resolution No 1 +for +against

Resolution No 2 +for +against

+ strike out whichever is not desired.

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

Signed this                      day of .

31 The instrument appointing a proxy and any authority under which it is executed or a  
copy of such authority certified notarially or in some other way approved by the  
directors may:

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

(b) in the case of an appointment contained in an electronic communication,  
where an address has been specified for the purpose of receiving electronic  
communications,

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the company in relation to the  
meeting, or

(iii) in any invitation contained in an electronic communication to appoint a  
proxy issued by the company in relation to the meeting, be received at  
such address not less than 48 hours before the time for holding the  
meeting or adjourned meeting at which the person named in the  
appointment proposes to vote.

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

(d) where the poll is not taken forthwith but is taken not more than 48 hours after  
it was demanded, be delivered at the meeting at which the poll was demanded  
to the chairman or to the Secretary or to any director;  
and an instrument of proxy which is not deposited, delivered or received in a  
manner so permitted shall be invalid.

(e) "Address" in relation to electronic communications includes any number or  
address used for the purposes of such communications.

32 A vote given or poll demanded by proxy or by the duly authorised representative of a  
corporation shall be valid notwithstanding the previous determination of the authority  
of the person voting or demanding a poll unless notice of the determination was  
received by the Company at the Office or at such other place at which the instrument  
of proxy was duly deposited before the commencement of the meeting or adjourned  
meeting at which the vote is given or the poll demanded or (in the case of a poll taken  
otherwise than on the same day as the meeting or adjourned meeting) the time  
appointed for taking the poll.

### **Electronic Meetings**

- 32A(i) The board may resolve to enable persons general meetings entitled to attend a general meeting hosted on an Electronic platform to do so by simultaneous attendance by electronic means with no member necessarily in physical attendance at the Electronic general meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the general meeting is satisfied that adequate facilities are available throughout the Electronic general meeting to ensure that members attending the Electronic general meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. Nothing in these Articles prevents a general meeting being held both physically and electronically.
- 32A(ii) For the purposes of articles 32A and 33 the right of a member to participate in the business of any general meeting shall include without limitation the right to speak, vote on a poll, be represented by a proxy and have access (including electronic access) to all documents which are required by the Companies Acts or these articles to be made available the meeting.
- 32A(iii) The board and, at any Electronic general meeting, the chairman may make any arrangement and impose any requirement or restriction as is:
- (a) necessary to ensure the identification of those taking part and the security of the electronic communication, and
  - (b) proportionate to those objectives.

In this respect, the Company is able to authorise any voting application, system or facility for Electronic general meetings as it sees fit

- 32A(iv) The board and, at any Electronic general meeting, the chair may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part and the security of the electronic communication and proportionate to those objectives. In this respect the company is able to authorise any voting application, system or facility for Electronic general meetings as it sees fit".
- 32A(v) If it appears to the chairman of the general meeting that:
- (a) the facilities at the principal meeting place or any satellite meeting place, or
  - (b) the Electronic platform, facilities or security at the Electronic general meeting,
- have become inadequate for the purposes referred to in this Article 32A, then the chairman may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid. The provisions of Article 17 shall apply to that adjournment.

### **Number of directors**

- 33 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not less than three and not more than seven individuals.

### **Alternate directors**

- 34 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

- 35 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
- 36 An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.
- 37 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other matter approved by the directors.
- 38 Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

#### **Powers of directors**

- 39 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 40 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

#### **Delegation of directors' powers**

- 41 The directors may delegate any of their powers to any committee consisting of one or more directors or other persons. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

#### **Appointment and retirement of directors**

- 42 At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation, or the number nearest to one-third, shall retire from office, but, if there is only one director who is subject to retirement by rotation, he shall retire.
- 43 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed directors on the same day



- those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 44 If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.
- 45 No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless:
- (a) he is recommended by the directors; or
  - (b) not less than 14 nor more than 35 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.
- 46 Not less than 7 nor more than 28 Clear Days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or re-appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or re-appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors.
- 47 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 48 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.
- 49 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

#### **Disqualification and removal of directors**

- 50 The office of a director shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an

- application for admission under the Mental Health (Scotland) Act 1984; or
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Company; or
- (e) he shall for more than 6 consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

### **Remuneration of directors**

- 51 Any director shall be entitled to such remuneration as the Company acting through its directors may determine.

### **Directors' expenses**

- 52 The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committee of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

### **Directors' appointments and interests**

- 53 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.
- 54 Subject to the provisions of the Act and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 55 For the purposes of regulation 53:
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is

- interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### **Directors' gratuities and pensions**

- 56 Subject to the provisions of the Memorandum of Association the directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### **Proceedings of directors**

- 57 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 58 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 59 A meeting of the directors may be held either in person or by suitable electronic means agreed by the directors in which all participants may communicate with all other participants.
- 60 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 61 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 62 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if

it had been passed at a meeting of directors as (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

63 Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

64 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

65 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

66 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

67 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

### **Secretary**

- 68 Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

### **Minutes**

- 69 The directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the directors; and
  - (b) of all proceedings at meetings of the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

### **President, vice-presidents and patrons**

- 70 The directors may appoint any person to be the president and any person or persons to be vice-presidents or patrons of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be directors or members of the Company.

### **Accounts**

- 71 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

### **Notices**

- 72 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- 73 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 74 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 75 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

### **Indemnity**

- 76 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

**Company No: 4865179**  
**The Companies Act 1985**  
**Company Limited by Guarantee and Not Having a Share Capital**  
**MEMORANDUM OF ASSOCIATION**  
**of**  
**COUNTER ONLINE METRICS**  
**Incorporated the 13<sup>th</sup> day of August 2003**

- 1 The name of the company (hereinafter called “the Company”) is COUNTER ONLINE METRICS.
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The objects for which the Company is established are the promotion of commerce, education, science and scholarship, and the professions of librarianship and publishing, in particular by;
  - a) developing, reviewing, disseminating and gaining support for an internationally agreed Code of Practice governing the recording and exchange of online usage data and other appropriate Codes of Practice relating to online publications;
  - b) developing an organisational framework for implementation of and compliance with such Codes of Practice;
  - c) contributing to the public, commercial and professional understanding of online information use.

And the Company shall have the following powers:

- 3.1 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
- 3.2 to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- 3.3 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 3.4 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law;
- 3.5 to take and accept any gift of money, property or other assets whether subject to any special trust or not;
- 3.6 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 3.7 to invest moneys of the Company 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;
- 3.8 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- 3.9 to undertake and execute charitable trusts;
- 3.10 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and to make any reasonable and necessary

- provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- 3.11 to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
  - 3.12 to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
  - 3.13 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.
- 4 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company;
  - 4.2 of interest on money lent by a member or director of the Company at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Company's clearing bankers or 3% whichever is the greater;
  - 4.3 to any director of reasonable out-of-pocket expenses;
  - 4.4 of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Company or a director may be a member holding not more than one hundredth part of the capital of such Company;
  - 4.5 of reasonable and proper rent for premises demised or let by any member of the Company or any director.
- 5 The liability of the members is limited.
- 6 Every member of the Company undertakes to contribute to the assets of the Company, 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 Company 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 £1.
- 7 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable body.