

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PARLIAMENTARY BROADCASTING UNIT LIMITED

(adopted by written resolution of all the shareholders of the Company passed on 17 July 1991 and amended by special resolution of the Company passed on 7 July 1992 and by written resolutions of all the shareholders of the Company passed on 23 July 1996, 12 March 1998, 30 July 1998 and 25 October 2000)

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 ("Table A") constitute the Articles of Association of the Company.
2. Regulations 24, 40, 50, 64, 65, 73 to 80, 89 to 91 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. As at the date of the last amendment to these Articles of Association the share capital of the Company is £180 divided into nine shares of £20 each.

TRANSFER OF SHARES

4. The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.

PROCEEDINGS AT GENERAL MEETINGS

5. (1) No business shall be transacted at any meeting unless a quorum is present. A quorum shall consist of three members, each being a person entitled to vote upon the business to be transacted and being present in person or by proxy or (being a corporation) by a duly authorised representative.



- (2) A member which is a corporation shall be deemed to have appointed as its duly authorised representative at any meeting of the Company under section 375 of the Companies Act 1985 any director appointed by it under Article 7(2) and, in the absence of such director, any alternate director appointed by him shall be deemed to be the member's representative. Such deemed appointments shall remain subject to express revocation by the member in favour of some other person. In the case of a member which appoints more than one director under Article 7(2), the senior director who attends a meeting shall be deemed to be the member's representative; and seniority shall be determined by the order in which the names of the directors stand in the register of directors.
6. 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 only.

DIRECTORS

7. (1) Unless otherwise determined by ordinary resolution, the directors shall be not more than 20 in number.
- (2) Each holder of a share in the Company may appoint one director in respect of each share held by it (such directors and the director appointed pursuant to Article 7(3) to be known collectively as "the Shareholder Directors"). A holder of a share may also remove any or all of the directors appointed by it and may appoint any person to fill any vacancy if a person appointed by it shall cease to be a director for any reason. Any such appointment or removal shall be made by notice in writing signed by the appointor and tabled at a meeting of the directors or delivered to the secretary.
- (3) A further director may be appointed by the holders of shares in the Company who may also remove him and appoint a person to replace him. Any appointment or removal of such a director shall require the approval of persons holding at least six shares in the Company and shall be made by notice in writing signed by such persons and tabled at a meeting of the directors or delivered to the secretary.
- (4) The Speaker of the House of Commons ("the Speaker") may appoint not more than four persons (to be known as "the Commons Directors") to be directors. He may also remove any or all of the Commons Directors and may appoint any person to fill any vacancy in the number of the Commons Directors. Any such appointment or removal shall be made by notice in writing signed by the Speaker and tabled at a meeting of the directors or delivered to the secretary.
- (5) The House of Lords may appoint not more than four persons (to be known as "the Lords Directors") to be directors. They may also remove any or all of the Lords Directors and may appoint any person to fill any vacancy in the number of the Lords Directors. Any such

appointment or removal shall be made by notice in writing signed by the Clerk of the Parliaments and tabled at a meeting of the directors or delivered to the secretary.

- (6) The Speaker may also appoint the Supervisor of Parliamentary Broadcasting to be a director and may, on that person ceasing to hold that office, remove him and appoint his successor to be a director in his place. Any appointment or removal of such a director shall be made by notice in writing signed by the Speaker and tabled at a meeting of the directors or delivered to the secretary.
- (6A) The Commons Directors, the Lords Directors and the Supervisor of Parliamentary Broadcasting (if he is appointed a director pursuant to Article 7(6)) shall be known collectively as "the Parliamentary Directors".
- (7) A further person (to be known as "the Chairman") may be appointed a director and Chairman of the board of directors of the Company by the Speaker after consultation with the appropriate Select Committee in the House of Lords ("the Lords Select Committee") and with the consent of the shareholders of the Company. The Speaker may also (after consultation with the Lords Select Committee) remove the Chairman and (after consultation with the Lords Select Committee and with the consent aforesaid) may appoint a person to fill any vacancy in that office. The Chairman, on ceasing to hold that office, shall ipso facto cease to be a director. The Speaker's powers of appointment and removal shall be made by notice in writing signed by the Speaker and tabled at a meeting of the directors or delivered to the secretary. In the case of an appointment, the notice shall also be countersigned by the holders of at least six shares in the Company as evidence of the shareholders' consent to the appointment. The Chairman shall have a vote as a director in addition to his second or casting vote in accordance with Article 11.
- (8) The directors may act notwithstanding any vacancies in their number.
- (9) If the holder of any shares in the Company is a corporate body the signature of a director, the secretary or other officer of that body on a notice shall be sufficient proof that such notice has been given or countersigned by or on behalf of that member.

ALTERNATE DIRECTORS

- 8. Any director, other than the Chairman or an alternate director, may appoint any person who is willing to act to be an alternate director and may remove from office an alternate director so appointed by him.

PROCEEDINGS OF DIRECTORS

9. The quorum necessary for the transaction of the business of the directors shall be four Parliamentary Directors (of whom at least one shall be a Commons Director and at least one shall be a Lords Director) and four Shareholder Directors (of whom at least two shall be appointed by shareholders other than the BBC), or their respective alternates.
10. Unless he is unwilling to do so, the Chairman 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 five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
11. In the case of an equality of votes, the chairman of the meeting (whether the Chairman appointed pursuant to paragraph (7) of Article 7 or another director appointed chairman of the meeting pursuant to Article 10) shall have a second or casting vote.
12. A director who pursuant to section 317 of the Companies Act 1985 has declared at a meeting of the directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors at which the vote is taken.

RETIREMENT OF DIRECTORS

13. If the Company becomes subject to the provisions of section 293 of the Companies Act 1985, any person may be appointed or elected a director whatever his age, and no director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.