

The Companies Acts 1985 to 1989

Company Limited by Guarantee and not having a share capital

**Memorandum of Association
of The International ISBN Agency**

(Revised November 2006)

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of The International ISBN Agency

1. The Company's name is The International ISBN Agency.
2. The Company's Registered Office is to be situated in England & Wales.
3. The Company's objects are:
 - To operate the International Registration Authority for International Standard Book Numbers 'ISBN' (ISO 2108);
 - To agree and implement policies for the abovementioned International Registration Authority;
 - To promote the use of the ISBN internationally;
 - To provide training and advice to the regional ISBN agencies;
 - To represent ISBN on standards committees and bodies;
 - To liaise with national and international bodies concerned with product identification and metadata;
 - To compile an international directory of publishers and their ISBN prefixes;
and
 - To do such things as are incidental or conducive to the attainment of the above objects or any of them.

And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To raise funds, whether by the levying of subscriptions by the Company, by means of donations from companies and other business concerns, by private or public appeals or otherwise, and to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from National, International or European institutions for or on behalf of the Company, or any person or body of persons pursuing any object which this Company is authorised to carry on, and to take and accept gifts of property, whether subject to any special trust or not, for the objects of the Company.

- (B) To carry on any trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (D) To borrow or raise money for the purposes of the Company on such terms and on such security as the Board of Directors shall think fit, and whether by the creation and issue of debentures or debenture stock or otherwise.
- (E) To receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
- (F) To invest and deal with the monies of the Company not immediately required for its purposes in or upon such investments or securities and in such manner as may from time to time be determined, subject nevertheless to such conditions (if any) and such consents (if any) as may from the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To sell, mortgage, improve, manage, turn to account, exchange, let, or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be expedient for the promotion of its objects.
- (H) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (I) To remunerate any person, firm or company rendering services to the Company.
- (J) To promote or establish any other body whether corporate or unincorporate which may advance the interests, usefulness or efficiency or otherwise assist or benefit the Company and to make such grants or other contribution towards the promotion, establishment, aid or maintenance of such body and where such body is corporate to place or guarantee the placing or underwrite, subscribe for or otherwise acquire all or any part of the shares or securities thereof.
- (K) To make such rules or regulations as may be considered necessary for the conduct of the affairs of the Company and to maintain and protect such rules or regulations for the time being in force.
- (L) To do all such other things as are necessary for the attainment of the objects of the Company or any of them.

Provided that:-

4. The income and property of the Company, wheresoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion of such income and property shall be paid or transferred directly or indirectly by way of funds dividend bonus or otherwise howsoever by way of profit to members of the Company,

Provided that nothing herein shall prevent the payment in good faith, by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
 - (b) of interest on monies lent by any member of the Company or of its Board of Directors at a rate per annum to be agreed by the Board of Directors;
 - (c) of fees, remuneration or other benefit in money or monies' worth to a company or other corporate entity of which a member of the Board of Directors may be a member;
 - (d) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;
 - (e) to any member of its Board of Directors for out-of-pocket expenses.
5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Company shall cease to be a company to which section 30 of the Companies Act 1985 applies.
 6. The liability of the members is limited.
 7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the assets of the Company if it should be wound up while he, she or it is a member or within one year after he, she or it ceased to be a member, for payment of the Company's debts and liabilities contracted before he, she or it 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.
 8. If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liability, any property whatsoever, the same shall be paid to or distributed among the Members of the Company in proportion to the membership subscriptions paid by each member in the last financial year.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum of Association.

NAME AND ADDRESS OF SUBSCRIBER

National Library of the Czech Republic – Czech National ISBN and ISMN Agency
Národní knihovna České republiky,
Česká národní agentura ISBN a ISMN,
Mariánské náměstí 190/5
110 00 Praha,
Czechia

NÁRODNÍ KNIHOVNA ČESKÉ REPUBLIKY
Klementinum 190, 110 00 Praha 1

Signed: 

Date: 28.11.2018

Witness to the above signature:

