

**THE COMPANIES ACT 2006**

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

**NEW**

**ARTICLES OF ASSOCIATION**

**OF**

**THE INTERNATIONAL ISBN AGENCY LIMITED**

**(As adopted by Special Resolution  
passed on 11 September 2017)**

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PART 1  
INTERPRETATION AND LIMITATION OF LIABILITY

**Defined**

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;

“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;

“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;

“Local ISBN Agency” means a body appointed by the Company or the Company’s predecessor to perform the functions of an ISBN registration agency in a specific area of operation defined by the Company or the Company’s predecessor;

“Major International Book Trade Associations” means The International Publishers Association, The European and International Booksellers Federation, The International Federation of Library Associations and Institutions, GS1, CERLALC and any other body, association or federation deemed appropriate by the Board.

“Office” means the office of Chairman, Vice Chairman or Treasurer of the Company as the case may be;

“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;

“proxy notice” has the meaning given in article 36;

“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 of the Company**

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 he is a Member or within one year after he ceases to be a Member, for
  - (a) payment of the Company’s debts and liabilities contracted before he ceases 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 no more than eight elected and two co-opted voting members appointed in accordance with these articles plus ex-officio non-voting.
- (2) At any one time there may be no more than one representative of any given Member of 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.

### **Specific Officers**

5. (1) The Board shall elect, on such terms as it thinks fit, a Chairman, Vice Chairman and Treasurer (who, together with each Immediate Past Chairman, and the Company Secretary (if there is one), shall be the “Officers” of the Company).
- (2) Any elected or co-opted Director of the Company is eligible for election to office.
- (3) Each Director elected to Office will be elected for an initial term of three years and, on expiry of the initial term, shall be eligible for re-election, for one further term of three years, to the same Office. On expiry of any further three year term the Director then vacating shall be ineligible for re-election to that same Office.
- (4) Following a three year term in which a Director has not served in a particular Office, that Director shall be eligible, once again, for re-election to that particular Office for the terms stated in article 5(3).
- (5) The Chairman shall chair meetings of the Board and General Meetings of the Company and the Vice Chairman shall chair such meetings in the event of the unavoidable absence of the Chairman.
- (6) On expiry of the Chairman’s initial term of three years (as may be extended by re-election) he shall become the Immediate Past Chairman.

### **Executive Committee**

6. (1) The Board shall appoint an Executive Committee comprising of the Chairman, Vice Chairman, Immediate Past Chairman and Treasurer on such terms as it thinks fit.
- (2) The Executive Committee shall undertake such functions as directed from time to time by the Board.
- (3) The Executive Committee may co-opt additional members to the Executive Committee on such terms as it thinks fit
- (4) Responsibility for the day to day management of the Company in between meetings of the Board shall reside with the Executive Committee.
- (5) The Executive Committee shall produce periodic management and operations reports for the Board as directed by the Board.

## DECISION-MAKING BY DIRECTORS

### Directors to take decisions collectively

7. The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

### Unanimous decisions

8. (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

9. (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 Chairman, or in the Chairman's absence, of the Vice Chairman, or on a written requisition signed by two members of the Board and deposited with the Secretary.
- (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 his or her 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**

- 10.** (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**

- 11.** (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) The quorum for Directors' meetings shall be five voting members of the Board.
- (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**

- 12.** (1) If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote.

- (2) But this does not apply if, in accordance with the articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **Conflicts of interest**

13. (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 ordinary 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;
  - (b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - (c) 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 Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.

- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **Records of decisions to be kept**

14. 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**

15. 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**

16.
  - (1) Any Member is eligible to nominate an employee for election to the Board.
  - (2) Elected members of the Board shall be elected for an initial term of three years subject to article 16(3), but shall be eligible for re-election for further terms of three years.
  - (3) A minimum of two elected Directors shall retire from office at each annual general meeting by rotation. Each retiring elected Director shall be eligible for immediate re-election as a Director.
  - (4) The Board shall have the power to fill any vacancy arising among the elected members of the Board for the remaining term of office of the vacating member.
  - (5) No employee of a Member of the Company of which the due subscription remains unpaid at the date of nomination shall be eligible for nomination as a candidate for Director (or Officer) of the Company

#### **Election of Directors**

17.
  - (1) Any person eligible and willing to serve as an elected member of the Board may be proposed and seconded in the appropriate election by Members of the Company.
  - (2) A person may propose himself to serve as an elected member of the Board;

- (3) Nominations for elected posts shall be invited from all Members eligible to nominate by the Secretary on dates determined by the Board which shall be sufficiently in advance of the relevant annual general meeting to enable elections to be properly held.
- (4) Nominations shall be returned to the Secretary within fourteen days of the date of the issue of the invitation by the Secretary.
- (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 Secretary, 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 Secretary.
- (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 communicate the result to the Secretary, who shall arrange for the result to be announced at the relevant annual 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 Chairman shall have a casting vote.

#### **Ex officio and co-opted members of the Board**

- 18.** (1) The Board shall invite each of the Major International Book Trade Associations to nominate one person to sit on the Board ex officio for an initial term of three years. Such ex officio Directors shall be eligible for nomination by their respective Major International Book Trade Association for further terms of three years.
- (2) Such ex officio members shall enjoy the same privileges, rights and obligations of elected members of the Board, with the exception of the right to vote on resolutions.
- (3) The Board may, at its discretion, appoint not more than two persons from among those eligible for nomination for election to the Board to serve on the Board as a co-opted member for an initial term of three years. Such co-opted Directors shall be eligible for appointment for further terms of three years.
- (4) Such co-opted members shall enjoy the same privileges, rights and obligations of elected members of the Board, including the right to vote on resolutions.

#### **Termination of Director's appointment**

- 19** A person ceases to be a Director, an ex officio or co-opted member of the Board 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 him from office is delivered in accordance with the provisions of these articles.

### **Directors' remuneration and expenses**

- 20.** (1) No remuneration shall be payable to the Directors in respect of their services as Directors.
- (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**

- 21.** (1) No entity shall become a Member of the Company unless
- (a) they have completed an application for membership in a form approved by the Directors, and
  - (b) the Directors have approved the application based on their assessment of the applicant's ability to fulfil the terms of the contract with the Company (referred to in article 25(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**

- 22.** (1) Existing Local ISBN Agencies shall be invited, by the Board, to become Members of the Company.

- (2) Any organisation wishing to be appointed as a Local ISBN Agency and 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 22(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**

- 23.**
- (1) Subject to article 23(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 terms of its contract with the Company (referred to in article 25(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 by at least two thirds of the Board present at the meeting at which it is made.
  - (2) Where the Board decides to discontinue the membership of or remove any Member, either in accordance with articles 23(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 23(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**

- 24.** (1) Where the Board decides not to grant membership to an applicant in accordance with article 22(4), or decides to discontinue the membership of or remove a Member in accordance with article 23(4) the applicant or Member may appeal against the Boards' 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 24(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 24(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 one of the Major International Book Trade Associations, 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 24(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 he or she thinks 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 his or her decision. As appropriate, the Board shall then promptly confirm or reverse its original decision.

## **Obligations of Membership**

- 25.** 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 26; and
- (b) To enter into a contract with the Company, such contract, inter alia, to set out performance criteria to be met by the Member.

## **Subscriptions**

- 26.** (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 each year in advance.
- (2) For the purpose of determining the appropriate membership subscriptions, Members shall be grouped into five bands (which may be subdivided for the purposes of determining subscriptions payable) as specified in the subscription regulations, with a rate or rates for each band determined by the Board from time to time.
- (3) Any Member whose subscription remains unpaid on the day before a vote or poll shall not be entitled to exercise his or her vote in that poll.

## **Commencement, withdrawal and termination of membership**

- 27.** (1) A Local ISBN Agency becomes a Member of the Company on signature of a contract with the Company (as referred to in article (25(b))) and payment of the appropriate fee.
- (2) A Member may withdraw from the Company by giving notice in accordance with the provisions of its contract with the Company (as referred to in article (25(b))).
- (3) The privileges of a Member shall not be transferable and any Member of the Company shall cease to be a Member if being a corporate body it enters into liquidation.

## **ORGANISATION OF GENERAL MEETINGS**

### **Annual General Meeting**

- 28.** 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**

- 29.** (1) Not less than fourteen clear days before the date set for any general meeting, the Secretary 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 29(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 Secretary to this effect no less than twenty eight 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**

- 30.**
- (1) Any employee of a Member of the Company 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 vote.
  - (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**

- 31.** 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. Twenty Members personally represented by an employee or proxy, and as such entitled to vote, shall form a quorum of a general meeting.

#### **Adjournment**

- 32.**
- (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 Chairman of the meeting must adjourn it.
  - (2) The Chairman 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 chairman 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 Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the Chairman 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**

- 33.** (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- (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 of the votes cast, in a show of hands (with each Member having one vote), by the members present and entitled to vote.

### **Errors and disputes**

- 34.** (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 Chairman whose decision is final.

### **Poll votes**

35. (1) A poll on a resolution may be demanded
  - (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by
  - (a) the Chairman of the meeting;
  - (b) the Directors;
  - (c) two or more persons having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if
  - (a) the poll has not yet been taken, and
  - (b) the Chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

### **Proxy notices**

36. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

- (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (5) No Member may act as a proxy for more than three other Members at any general meeting.

#### **Delivery of proxy notices**

- 37. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **Amendments to resolutions**

- 38. (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 Chairman of the meeting may determine), and

- (b) the proposed amendment does not, in the reasonable opinion of the Chairman 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 chairman 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 Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **Means of communication to be used**

- 39.**
- (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**

- 40.**
- (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;
  - (b) the Company Secretary (if any); or
  - (c) 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**

- 41.** 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**

- 42.** The Directors may decide to make provision for the benefit of persons employed 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 or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

### **DIRECTORS' INDEMNITY AND INSURANCE**

#### **Indemnity**

- 43.** (1) Subject to paragraph (2), a relevant Officer of the Company or an associated company may be indemnified out of the Company's assets against—
  - (a) any liability incurred by that Officer 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 Officer 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 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 Officer” means any Director or former Director of the Company or an associated company or the Company Secretary.

**Insurance**

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

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NÁRODNÍ KNIHOVNA ČESKÉ REPUBLIKY  
Klementinum 190, 110 00 Praha  
Signed .....

Date 28. 11. 2013 .....

Name .....

Witness to the above signature: .....