

2538908



**COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
THE PRESS COMPLAINTS COMMISSION**

(As amended by Special Resolutions passed on 24 April 1991 and 29 October 2003)

- * 1. The Company's name is "THE PRESS COMPLAINTS COMMISSION".
- 2. The Company's registered office is to be situated in England and Wales.
- **3. The objects of the Company (hereinafter called "the Commission") are to consider, adjudicate, conciliate and resolve or settle by reference to the Code of Practice promulgated by The Press Standards Board of Finance Limited (registered in England and Wales with number 2554323) for the time being in force complaints from the public of unjust or unfair treatment by newspapers, periodicals or magazines and of unwarranted infringements of privacy through material published in newspapers, periodicals or magazines (other than advertising placed by third parties) or in connection with the obtaining of such material and to publish or procure the publication of any findings of its adjudication and to establish such procedures as it may see fit from time to time in relation to the foregoing and for the effective discharge of its functions, for the purpose of ensuring that the Press of the United Kingdom maintains the highest professional standards and having regard to generally established freedoms including freedom of expression and the public's right to know, and defence of the press from improper pressure.

In furtherance of the said objects, but not further or otherwise, the Commission shall have power:

- (a) to cause to be written, printed or otherwise reproduced, circulated and published, gratuitously or otherwise, an annual report of the Commission and leaflets or other documents in relation to its activities;
- (b) to accept subscriptions, donations, devices and bequests of and to purchase, take options over, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate and any rights or privileges of any kind over or in respect of any property, maintain and alter any of the same as are necessary for any of the objects of the Commission and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (c) to sell or otherwise dispose of the whole or any part of the property or assets of the Commission, either together or in portions, to such persons and on such terms and conditions and for such consideration as the Commission may think fit;

* The name of the Company was changed from "Firstcause Limited" pursuant to a special resolution passed on 21 December 1991.

** Clause 3 was amended pursuant to special resolutions passed on 24 April 1991 and 29 October 2003

- (d) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Commission;
- (e) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants, debentures and other instruments, and to operate bank accounts;
- (f) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Commission;
- (g) to invest and reinvest the funds and assets of the Commission not immediately required for its objects 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 and subject also as hereinafter provided;
- (h) to employ and remunerate any person, firm or company rendering services to the Commission, or supervising, organising or carrying on the work of and advising the Commission;
- (i) to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and lend, advance money and give credit to, and generally to provide advantages, facilities and services for, any persons who are or have been members of the Board of Management of, or who are or have been employed by, or who are-serving or have served the Commission and to the wives, widows, children and other relatives and dependants of such persons; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, children and other relatives and dependants;
- (j) to make such charge for its services as may be from time to time thought fit;
- (k) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (l) to pay out of the funds of the Commission the costs, charges and expenses of and incidental to the promotion, incorporation and registration of the Commission;
- (m) to do all such other lawful things as may be incidental or conducive to the objects of the Commission and/or shall further the above objects or any of them;

PROVIDED THAT:

- (i) in case the Commission shall take or hold any property which may be subject to any trusts, the Commission shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Commission shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

- (iii) in case the Commission shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Commission shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Management of the Commission shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they as such Board would have been if no incorporation had been effected, and the incorporation of the Commission shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Commission were not incorporated.

AND so that:

- (1) none of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Commission;
- (2) none of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Commission shall have as full power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company;
- (3) the word "company" in this Clause, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and
- (4) in this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
5. Every member of the Commission undertakes to contribute such amount as may be required (not exceeding £1) to the Commission's assets if it should be wound up while is a member or within one year after the ceases to be a member, for payment of the Commission's debts and liabilities 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.