



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company No. 6707027

The Registrar of Companies for England and Wales hereby certifies that:

**OPEN BOOK PUBLISHERS COMMUNITY INTEREST
COMPANY**

is this day incorporated under the Companies Act 1985 as a private company; that the company is limited; and that it is a community interest company.



N06707027G


Given at Companies House on **24th September 2008**.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

The Companies Act 1985	FRIDAY	
	SA	*ADOLG390*
		A33 19/09/2008 386
		COMPANIES HOUSE
		AQ58H2IE
		A44 23/08/2008 237
		COMPANIES HOUSE
		A25 15/08/2008 217
		COMPANIES HOUSE

Memorandum of Association

of

**Open Book Publishers
Community Interest Company**

1 COMMUNITY INTEREST COMPANY

The Company is to be a community interest company

2 NAME

The Company's name is "Open Book Publishers Community Interest Company"

3 REGISTERED OFFICE

The Company's registered office will be in England and Wales

4 OBJECTS

The Company's object is to carry on activities which benefit the community and in particular to publish high quality, academic research across a range of disciplines, including the Humanities and Social Sciences, in support of the ideals of Open Access

5 POWERS

The Company has the power to do anything which is incidental or conducive to the furtherance of its object.

6 LIMITED LIABILITY

The liability of the Members is limited.


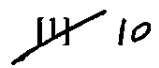

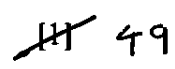
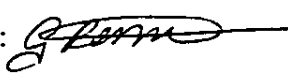
7 SHARE CAPITAL


The Company's share capital is £100 divided into 100 shares of £1 each.

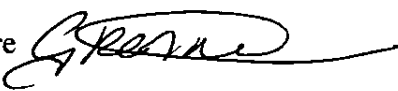
Company limited by shares (small membership)

We, the subscribers to this Memorandum, wish to form a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names

Names, Addresses and Signatures of Subscribers

- | | | Number of Shares
subscribed for |
|----|---|---|
| 1. | Signature  |  |
| | Name: William St-Clair | |
| | Address 52 Eaton Place London SW1X 8AL | |
| | Date: 24 June 2008 | |
| | Witness to the above signature: | |
| | Signature:  | |
| | Name GAGANDEEP PANNU | |
| | Address: The Social Enterprise People
Unit 8, Chesterton Mill, French's Road, Cambridge
CB4 3NP | |
| 2. | Signature A.M. |  |
| | Name ALEXANDRA TOSI | |
| | Address: 40 DENONSHIRE ROAD, CAMBRIDGE CB2 2BL UK | |
| | Date 24/6/08 | |
| | Witness to the above signature | |
| | Signature:  | |
| | Name. GAGANDEEP PANNU | |
| | Address The Social Enterprise People
Unit 8 Chesterton Mill, French's Road
Cambridge, CB4 3NP. | |

3. Signature:  HT 41
Name. JOHN ROBERT JAMES GATTI
Address 40 DEVONSHIRE ROAD, CAMBRIDGE, CB1 2BL
Date. 24/6/08

Witness to the above signature 
Signature

Name: GAGANDEEP PANNU.
Address: Unit 8 Chesterton Mill
French's Road
CAMBRIDGE CB4 3NP.

Company limited by shares (small membership)

The Companies Act 1985

Company Limited by Shares

Articles of Association

of

Open Book Publishers

Community Interest Company

TABLE OF CONTENTS

Subject	Articles
<i>Part One: Definitions and Interpretation</i>	
Definitions	1
Interpretation	2
Table A	3
<i>Part Two: Asset Lock</i>	
Transfer of assets	4
<i>Part Three: Directors' Functions</i>	
Directors' general authority to manage the Company	5
Directors' general authority to delegate functions	6
Committees of Directors	7
<i>Part Four: Decision-Making by Directors</i>	
Scope of rules	8
Directors to take decisions collectively	9
Unanimous decisions	10
Majority decisions	11
Meetings of Directors	12
Conflicts of interest	13
Records to be kept	14
Specified number of Directors for majority decisions	15
Chairing of majority decision making processes	16
Directors' discretion to make further rules	17
Defect in appointment	18
<i>Part Five: Directors' Appointment and Terms of Service</i>	
Minimum number of Directors	19
Appointment of Directors	20
Termination of Directors' appointment	21
Directors' remuneration and other terms of service	22

Directors' expenses	23
<i>Part Six: Shares</i>	
All shares to be fully paid and issued at nominal value	24
Share certificates	25
Transfer of shares	26
Transmission of shares	27
Purchase of own shares	28
Alteration of capital	29
<i>Part Seven: Dividends</i>	
Procedure of declaring dividends	30
Payment of dividends	31
Right to dividend forfeited if unclaimed for twelve years	32
<i>Part Eight: General Meetings</i>	
Annual general meeting	33
Other general meetings	34
Notice	35
Quorum	36
Conduct of business – general	37
Voting procedures	38
Minutes	39
<i>Part Nine: Miscellaneous</i>	
Company Secretary	40
Accounts and reports	41
Notices	42
Indemnity	43

PART ONE: DEFINITIONS AND INTERPRETATION

1 DEFINITIONS

In these Articles the following terms shall have the following meanings

Term	Meaning
“1985 Act”	the Companies Act 1985
“2004 Act”	the Companies (Audit, Investigations and Community Enterprise) Act 2004
“address”	in relation to electronic communications, includes any number or address used for the purposes of such communications
“Articles”	the Company’s Articles of Association
“Asset Locked Body”	a community interest company, Charity or Scottish Charity or a body established outside Great Britain that is equivalent to any of those persons
“Chair”	the meaning given in article 16
“Charity”	(except in the phrase, “Scottish Charity”) the meaning given by Section 96 of the Charities Act 1993
“clear days”	in relation to the period of a notice, 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
“Company”	Open Book Publishers Community Interest Company
“Director”	a Director of the Company, including any person occupying the position of Director, by whatever name called
“Directors’ functions”	the meaning given in article 5(1)
“electronic communication”	the meaning given in the Electronic Communications Act 2000

Company limited by shares (small membership)

“holder”	in relation to any shares, the Member whose name is entered in the Company’s register of Members as the holder of those shares
“in writing”	written printed or transmitted writing including by electronic communication
“majority decision”	the meaning given in article 11
“Members”	the members of the Company as defined in the 1985 Act
“Memorandum”	the Company’s Memorandum of Association
“Regulations”	the Community Interest Company Regulations 2005
“Regulator”	the Regulator of Community Interest Companies
“relevant quorum”	the meaning given in article 15(1)
“remuneration”	any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director’s or employee’s services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business
“Scottish Charity”	the meaning given in section 1(7) of the Law Reform (Miscellaneous Provisions) Scotland Act 1990
“Secretary”	the individual appointed as Company Secretary under article 40
“shares”	shares in the Company
“subsidiary”	the meaning given in section 736 of the Companies Act 1985
“unanimous decision”	the meaning given in article 10.

2 INTERPRETATION

(1) Unless the context requires otherwise, words or expressions defined in:

- (a) the 1985 Act,
- (b) the 2004 Act, or
- (c) the Regulations,

have the same meaning in the Articles.

(2) Without prejudice to the generality of paragraph (1).

- (a) **“community”** is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations;
- (b) **“financial year”** has the meaning given in section 223 of the 1985 Act, and
- (c) **“transfer”** includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property

(3) Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time

(4) Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular.

(5) All headings and explanatory notes are included for convenience only they do not form part of the Articles, and shall not be used in the interpretation of the Articles

3 TABLE A

The provisions contained in Table A of the Schedule to the Companies (Table A to F) Regulations 1985 shall not apply

PART TWO: ASSET LOCK

4 TRANSFER OF ASSETS

(1) The Company shall not transfer any of its assets other than for full consideration

(2) Provided the conditions specified in paragraph (3) are satisfied, paragraph (1) shall not apply to

Company limited by shares (small membership)

- (a) the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this article or (with the consent of the Regulator) to any other Asset Locked Body,
 - (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body;
 - (c) the payment of dividends in respect of shares in the Company;
 - (d) the distribution of assets on a winding up,
 - (e) payments on the redemption or purchase of the Company's own shares;
 - (f) payments on the reduction of share capital, and
 - (g) the extinguishing or reduction of the liability of Members in respect of share capital not paid up on the reduction of share capital.
- (3) The conditions are that the transfer of assets
- (a) must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or the Articles; and
 - (b) must not exceed any limit imposed by, or by virtue of, Part 2 of the 2004 Act.
- (4) If
- (a) the Company is wound up under the Insolvency Act 1986, and
 - (b) all its liabilities have been satisfied,
- then any remaining residual assets shall be given or transferred (with the consent of the Regulator) to any other Asset Locked Body

PART THREE: DIRECTORS' FUNCTIONS

5 DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

- (1) The Directors' functions are
- (a) to manage the Company's business, and
 - (b) to exercise all the powers of the Company for any purpose connected with the Company's business
- (2) The Directors may delegate their functions in accordance with the Articles.

6 DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

- (1) Subject to the Articles, the Directors may delegate any of their functions to any person they think fit.
- (2) The Directors must not delegate to any person who is not a Director any decision connected with:
 - (a) the taking of decisions by Directors;
 - (b) the appointment of a Director or the termination of a Director's appointment; or
 - (c) the declaration of a dividend.
- (3) Any delegation under paragraph (1) may authorise further delegation of the Directors' functions by any person to whom they are delegated

7 COMMITTEES OF DIRECTORS

- (1) Two or more Directors are a "committee" if the Directors have
 - (a) delegated any of the Directors' functions to them; and
 - (b) indicated that they should act together in relation to that function.
- (2) The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees.

PART FOUR: DECISION-MAKING BY DIRECTORS

8 SCOPE OF RULES

- (1) References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions.
- (2) Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply
 - (a) when the Company only has one Director; or
 - (b) to decisions delegated to a single Director

9 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision which the Directors take:

- (a) must be either a unanimous decision or a majority decision, and
- (b) may, but need not, be taken at a meeting of Directors.

10 UNANIMOUS DECISIONS

- (1) The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.
- (2) A unanimous decision need not involve any discussion between Directors.

11 MAJORITY DECISIONS

- (1) The Directors take a majority decision if:
 - (a) every Director has been made aware of a matter to be decided by the Directors,
 - (b) all the Directors who indicate that they wish to discuss the matter have had a reasonable opportunity to communicate their views on it to each other; and
 - (c) a majority of those Directors vote in favour of a particular conclusion on that matter
- (2) Paragraph (1)(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided
- (3) In case of an equality of votes, the Chair shall have a second or casting vote.
- (4) A Director who is an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote
- (5) Except as provided by paragraphs (3) and (4), in all proceedings of Directors each Director must not have more than one vote.
- (6) Directors participating in the taking of a majority decision otherwise than at a meeting of Directors:
 - (a) may be in different places, and may participate at different times; and
 - (b) may communicate with each other by any means.

12 MEETINGS OF DIRECTORS

- (1) Any Director may call a meeting of Directors.
- (2) Every Director must be given reasonable notice of a meeting of Directors

(3) Paragraph (2) does not require notice to be given:

- (a) in writing; or
- (b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice

(4) Directors participating in a meeting of Directors:

- (a) must participate at the same time, but may be in different places, and
- (b) may communicate with each other by any means.

13 CONFLICTS OF INTEREST

(1) In this article, a “relevant interest” is:

- (a) any interest which a Director has in, or
- (b) any duty which a Director owes to a person other than the Company in respect of, an actual or proposed transaction or arrangement with the Company.

(2) For the purposes of paragraph (1)(a), a Director shall be deemed to have an interest in a transaction or arrangement if:

- (a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement;
- (b) any person specified in paragraph (2)(a) is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement, or
- (c) any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement

(3) Subject to paragraph (8)(b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors

(4) Subject to paragraphs (5) and (6), when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest:

- (a) no Director who has such a relevant interest may vote on that matter, and

- (b) for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored
- (5) Paragraph (4) does not apply:
- (a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company, or
 - (b) if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries
- (6) The Members may by ordinary resolution decide to disapply paragraph (4), either in relation to majority decisions generally or in relation to a particular decision
- (7) Subject to the 1985 Act, if a Director complies with paragraph (3)
- (a) that Director:
 - (i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest, and
 - (ii) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement; and
 - (b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest.
- (8) For the purposes of paragraph (3)
- (a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified, and
 - (b) any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded

14 RECORDS TO BE KEPT

- (1) The Directors are responsible for ensuring that the Company keeps a record in writing of
- (a) every unanimous or majority decision taken by the Directors, and
 - (b) every declaration by a Director of an interest in an actual or proposed transaction with the Company
- (2) Any record kept under paragraph (1) must be kept

- (a) for at least ten years from the date of the decision or declaration recorded in it,
- (b) together with other such records, and
- (c) in such a way that it is easy to distinguish such records from the Company's other records

15 SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS

- (1) Subject to paragraph (2), no majority decision shall be taken by the Directors unless two directors participate in the process by which the decision is taken and are entitled to vote on the matter on which the decision is to be taken.
- (2) If the Company has one or more Directors, but the total number of Directors is less than the relevant quorum, the Directors may take a majority decision:
 - (a) to appoint further Directors, or
 - (b) that will enable the Members to appoint further Directors

16 CHAIRING OF MAJORITY DECISION MAKING PROCESSES

- (1) The Directors shall appoint a Director to chair the taking of all majority decisions by them
- (2) If the person appointed under paragraph (1) is for any reason unable or unwilling to chair a particular majority decision making process, the Directors shall appoint another Director to chair that process
- (3) The Directors may terminate an appointment made under paragraph (1) or paragraph (2) at any time.
- (4) A Director appointed under this article shall be known as the Chair for as long as such appointment lasts.

17 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- (1) Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions.
- (2) The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force.

18 DEFECT IN APPOINTMENT

(1) This article applies if

- (a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director; and
- (b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision:
 - (i) was not validly appointed as a Director,
 - (ii) had ceased to hold office as a Director at the time of the decision;
 - (iii) was not entitled to take that decision, or
 - (iv) should, in consequence of a conflict of interest, not have voted in the process by which that decision was taken

(2) Where this article applies:

- (a) the discovery of any defect of the kind specified in paragraph (1)(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect exists, and
- (b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it

PART FIVE: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE

19 MINIMUM NUMBER OF DIRECTORS

The number of Directors shall not be less than two

20 APPOINTMENT OF DIRECTORS

(1) The first Directors shall be the persons named in the Form 10 upon incorporation.

(2) Thereafter, Directors may be appointed by decision of the Directors

(3) No person may be appointed as a Director

- (a) unless that person is a Member and (if that person is an individual) is willing to serve as a Director and has attained the age of 18 years, or

- (b) in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles.
- (4) No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members
- (5) Upon appointment each Director shall subscribe for at least one share

21 TERMINATION OF DIRECTORS' APPOINTMENT

- (1) A person shall cease to be a Director if:

- (a) that person ceases to be a Member,
- (b) that person ceases to be a Director by virtue of any provision of the 1985 Acts, or is prohibited by law from being a Director;
- (c) any notice to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed);
- (d) a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director,
- (e) the Directors decide, at a meeting of Directors, that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given
 - (i) at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office; and
 - (ii) a reasonable opportunity of being heard by, or of making representations in writing to, the Directors

- (2) No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either

- (a) the majority of the remaining Directors having been appointed by persons who are not Members, or
- (b) the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors,

but this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles.

22 DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

- (1) Subject to the 1985 Act, the Articles, the Company satisfying the community interest test, and any resolution passed under paragraph (2), the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries
- (2) The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases.

23 DIRECTORS' EXPENSES

The Company may meet all reasonable expenses which the Directors properly incur in connection with

- (a) the exercise of their functions, or
- (b) the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries

PART SIX: SHARES

24 ALL SHARES TO BE FULLY PAID AND ISSUED AT NOMINAL VALUE TO A DIRECTOR

- (1) Upon allotment, all shares shall be fully paid-up in respect of their nominal value.
- (2) No share shall be issued at a price greater than its nominal value
- (3) No share shall be issued to any person except a Director

25 SHARE CERTIFICATES

The Company may issue Members with one or more certificates for their respective shares in such form as the Directors decide

26 TRANSFER OF SHARES

- (1) The Directors may refuse to register the transfer of a share.
 - (a) to a person of whom they do not approve,
 - (b) if it is not lodged at the registered office of the Company or such other place as the Directors may appoint, or

- (c) if it is not accompanied by
 - (i) such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and
 - (ii) such other information as they may reasonably require
- (2) If the Directors refuse to register a transfer of a share they shall, within 2 months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal
- (3) The provisions of this article apply in addition to any restrictions on the transfer of a share which may be set out elsewhere in the Memorandum or Articles

27 TRANSMISSION OF SHARES

- (1) If a Member dies, or ceases to be a Director, the Company shall purchase that Member's shares in accordance with the Articles and that Member's personal representatives (or, in Scotland, executors), or that Member, shall sell such shares to the Company at their nominal value
- (2) Each Member and each Member's personal representatives (or, in Scotland, executors) irrevocably appoint the Company to be his, her, its or their attorney or agent in his, her, its or their name and on his, her, its or their behalf to do all such things and to sign all such documents as may be necessary in order to give the Company the full benefit of the provisions of this article (and in particular but without limitation, in respect of any third party a certificate signed by any duly authorised officer of the Company that any thing or document falls within the authority hereby conferred shall be conclusive evidence that this is the case).

28 PURCHASE OF OWN SHARES

Subject to the Articles the Company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Any share so purchased shall be purchased at its nominal value.

29 ALTERATION OF CAPITAL

- (1) Subject to the 1985 Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Members by special resolution determine
- (2) The Members may by special resolution
 - (a) increase the Company's share capital by new shares of such amount as the resolution prescribes,

- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
- (c) subject to the 1985 Act, sub-divide its shares, or any of them, into shares of smaller amount, and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage as compared with others;
- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

PART SEVEN: DIVIDENDS

30 PROCEDURE FOR DECLARING DIVIDENDS

Subject to the 1985 Act, the 2004 Act, the Regulations and the Articles, the Directors may decide to declare and pay such dividends to Members as

- (a) appear to the Directors to be justified by the Company's profits,
- (b) are in accordance with Members' respective rights; and
- (c) are authorised by an ordinary resolution of the Members

31 PAYMENT OF DIVIDENDS

(1) Subject to paragraphs (2) and (3), the Company shall pay any dividend or other money payable by it in respect of a share by means of

- (a) a transfer to a bank account specified in writing by the holder, or
- (b) a cheque sent by post to the registered address of the holder

(2) If two or more persons hold a share, or are jointly entitled to it by reason of the death or bankruptcy (or, in Scotland, sequestration) of the holder (or one of two or more joint holders), the Company shall pay any dividend or other money payable by it in respect of the share:

- (a) by means of a transfer to a bank account specified in writing by the holder who is named first in the register of Members, or a cheque sent by post to that holder's registered address; or
- (b) (if the death or bankruptcy (or, in Scotland, sequestration) of the first named holder has resulted in two or more persons becoming jointly entitled to the share), by

means of a transfer to a bank account specified in writing by all the persons jointly entitled to it, or a cheque sent by post to an address specified in writing by them

- (3) The Company may agree another means of paying such dividend or other money with any person entitled to specify a bank account for the payment of a dividend or other money under paragraph (2)

32 RIGHT TO DIVIDEND FORFEITED IF UNCLAIMED FOR TWELVE YEARS

Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so decide, be forfeited and cease to remain owing by the Company

PART EIGHT: GENERAL MEETINGS (MEETINGS OF MEMBERS)

33 ANNUAL GENERAL MEETING

The Company shall hold an annual general meeting:

- (a) within 18 months of the Company's date of incorporation and afterwards once in each calendar year (provided that not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next); and
- (b) at such date, time and place as the Directors shall determine

34 OTHER GENERAL MEETINGS

The Directors may decide to call a general meeting at any time.

35 NOTICE

- (1) Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any).
- (2) All general meetings shall be called by at least 21 clear days' notice in writing.
- (3) Every notice calling a general meeting shall specify:
 - (a) the place, date and time of the meeting; and
 - (b) the general nature of the business to be transacted
- (4) In the case of an annual general meeting, the notice shall specify that the meeting is an annual general meeting.
- (5) If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution

36 QUORUM

- (1) No business shall be transacted at any meeting unless a quorum is present
- (2) The quorum for a general meeting shall be Two Members present in person (or, in the case of a corporate Member, by its duly appointed representative) and entitled to vote on the business to be transacted.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine.

37 CONDUCT OF BUSINESS – GENERAL

- (1) The Chair or, in the absence of the Chair, some other Member chosen by the Members shall preside as chair of the general meeting
- (2) The chair
 - (a) may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present, and
 - (b) shall do so if so directed by the meeting or in accordance with the Articles
- (3) 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
- (4) When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place 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.
- (5) Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution

38 VOTING PROCEDURES

- (1) A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before, or on the declaration of, the show of hands.
- (2) A poll may be demanded by
 - (a) the chair;
 - (b) at least two Members, or

- (c) a Member or Members representing not less than one tenth of total voting rights of all the Members having the right to vote at the meeting.
- (3) On a show of hands every Member present in person or by proxy (or, in the case of a corporate Member, by its duly authorised representative) shall have one vote. On a poll Members shall have one vote for each share which they own
- (4) A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member).
- (5) Paragraphs (3) and (4) are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures
- (6) Unless a poll is held:
 - (a) a declaration by the chair that a resolution has been:
 - (i) carried;
 - (ii) carried unanimously, or by a particular majority;
 - (iii) lost, or
 - (iv) 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.
- (7) A poll shall be taken at the general meeting as the chair directs and the chair may appoint scrutineers (who need not be Members) and fix a time and place 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
- (8) In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have as a Member.
- (9) The proceedings at any general meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting.
- (10) No objection shall be raised to the qualification of any voter except at the general 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 chair whose decision shall be final and binding

39 MINUTES

- (1) The Directors shall cause minutes to be made and kept, in writing, of all proceedings at general meetings of the Company.
- (2) Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings.

PART NINE: MISCELLANEOUS

40 COMPANY SECRETARY

- (1) Subject to the provisions of the 1985 Act, the Directors shall decide to appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit.
- (2) The Directors may decide to remove a person from the office of Secretary at any time

41 ACCOUNTS AND REPORTS

- (1) The Directors shall comply with the requirements of the 1985 Act and any other applicable law as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.
- (2) Subject to paragraph (3), the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours
- (3) The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members

42 NOTICES

- (1) Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice
- (2) The Company may give any notice to any person under the Articles:
 - (a) in person;
 - (b) by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address;
 - (c) by fax or by electronic communication to an address provided for that purpose; or

- (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person
- (3) A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called
- (4) Proof that
 - (a) an envelope containing a notice was properly addressed, prepaid and posted, or
 - (b) that an electronic communication or fax has been transmitted to the correct address or number,shall be conclusive evidence that the notice was given.
- (5) A notice shall, unless the contrary is proved, be deemed to be given
 - (a) at the expiration of 48 hours after the envelope containing it was posted, or
 - (b) in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted

43 INDEMNITY

- (1) Subject to the 1985 Act, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs
 - (a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final),
 - (b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final);
 - (c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final)
- (2) Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect
- (3) This article is without prejudice to any other indemnity to which a Director may be entitled.

Names, Addresses and Signatures of Subscribers

1. Signature

 Name

 Address

 Date

 Witness to the above signature:

 Signature

 Name

 Address:

2 Signature

 Name

 Address

 Date.

 Witness to the above signature

 Signature.

 Name

 Address

Company limited by shares (small membership)

3. Signature:

Name:

Address

Date


Witness to the above signature:

Signature

Name

Address

Names, Addresses and Signatures of Subscribers

1. Signature. 

Name. ALESSANDRA TOSI

Address 40 DEVONSHIRE ROAD, CAMBRIDGE, CB1 2BL UK

Date: 24/6/08

Witness to the above signature.

Signature 

Name: GAGANDEEP PANNU

Address The Social Enterprise People
Unit 8, Chesterton Mill
French's Road, CAMBRIDGE, CB4 3NP

2. Signature: 

Name JOHN ROBERT JAMES GATTI

Address 40 DEVONSHIRE ROAD, CAMBRIDGE, CB1 2BL, UK

Date: 24/6/08

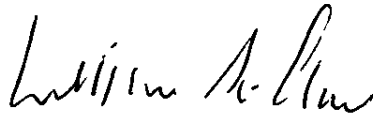
Witness to the above signature:

Signature 

Name GAGANDEEP PANNU

Address: The Social Enterprise People
Unit 8, Chesterton Mill
French's Road, CAMBRIDGE
CB4 3NP

3. Signature

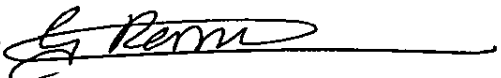


Name. WILLIAM ST CLAIR

Address: 52 Eaton Place London SW1X 8AL

Date 24 June 2008

Witness to the above signature.

Signature. 

Name: GAGANDEEP PANNU.

Address: THE SOCIAL ENTERPRISE PEOPLE
Unit 8, Chesterton Mill
French's Road, CAMBRIDGE
CB4 3NP.

10003/35

CIC 36

Declarations on Formation of a Community Interest Company

*Please
complete in
typescript,
or in bold
black
capitals.*

Company Name in full **Open Book Publishers**

Community Interest Company

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

- 1 We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community¹. [Insert a short description of the community, or section of the community, which it is intended that the company will benefit in the space provided below]²

The company's activities will provide benefit to ...

to the academic community and interested readers, both within the United Kingdom and globally, by publishing high-quality works

FRIDAY



ADOLH39P

A33 19/09/2008 385

COMPANIES HOUSE

SAT

AQ58G2ID

A44 23/08/2008 238

COMPANIES HOUSE

COMPANIES HOUSE

COMPANY NAME

Open Book Publishers Community Interest Company

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by)</i>
<p>Open Book Publishers will publish high quality academic research across a range of disciplines, including the Humanities and Social Sciences, in support of the ideals of Open Access. In order to achieve both financial viability and the broadest possible dissemination of works Open Book ensures that complete digital editions of all works published are made available online and that alternative formats (printable versions and traditional books) retail at a low price. It is committed to a rigorous referee and peer-review process to maintain uniformly high academic standards in the works published. It will continue to adopt innovations in information and printing technologies to support the dissemination of rigorous academic studies. It will empower academic authors by allowing them to maintain full copyright over their own works and providing opportunities for them to develop online resources associated with their research.</p>	<p>Open Book Publishers is committed to eroding the existing commercial and geopolitical barriers to the diffusion of knowledge. It provides a new model for academic publishing which is innovative and highly beneficial to scholars, university students, university libraries and general readers world-wide. Eight major benefits are identified:</p> <ol style="list-style-type: none"> 1. By providing digital editions of all works Open Book Publishers will ensure that high quality research is available to anybody with access to the Internet, significantly reducing the existing geographic and financial barriers to accessing academic knowledge. 2. Open Book Publishers will provide a range of alternative versions of works at low price, including printable and printed editions, which will further enhance the availability of works and allow the dissemination of knowledge beyond the confines of academics affiliated to the elite research institutions. 3. By lowering retail prices on academic monographs Open Book Publishers will help to ease the increasing financial pressures faced by academic and research libraries. 4. By lowering the existing financial barriers to academic research Open Book Publishers will also allow more direct access to research output by interested non-academic audiences globally. 5. A rigorous peer review process will ensure that the selection of manuscripts will be based on academic merit and not on commercial considerations. This will benefit the process of generating knowledge by allowing academic research to be undertaken and disseminated free from the implicit or explicit restrictions and objectives required by commercial publishers. 6. Providing Open Access to research output will benefit research and foster intellectual debates by removing collaboration barriers, price and copyright restrictions. 7. Open Book Publishers will cut down publishing times (typically of one year or over) by printing works immediately upon receiving of the final manuscript: a clear benefit to scholars and readers as rapid access to research is vital for intellectual debate. 8. Open Book Publishers makes full use of the whole range of media available providing authors with the means to fully exploit recent advances in information technology. In line with our ideals of Open Access, authors will maintain full ownership of the copyright for their own works. Open Book Publishers will seek only a license to publish, allowing authors to rework and/or republish the material without restriction.
<p>If the company makes any surplus it will be used for further supporting academic research, particularly research by academics at the start of their careers.</p>	

(Please continue on separate continuation sheet if necessary.)

COMPANY NAME

Open Book Publishers Community Interest Company

SECTION C: SIGNATORIES

**Each person
who will be a
first director
of the
company
must sign
the
declarations.**

Signed

H - mi

Date

24/6/08

Signed

William A. A. A.

Date

24/6/08

Signed

R. M.

Date

24/6/08

Signed

Date

Signed

Date

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

These declarations must be accompanied by the following documents under section 10 of the Companies Act 1985 or Article 21 of the Companies (Northern Ireland) Order 1986 – have you included them with your application?

- (a) Memorandum and articles of association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (b) Form 10 or Form 21 - First directors and secretary and intended situation of registered office
- (c) Form 12 or Form 23 - Declaration on application for registration
- (d) Any completed continuation sheets

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

GAGANDEEP PANNU - THE SOCIAL ENTERPRISE	
PEOPLE, UNITS, CHESTERTON HILL, FRENCHS RD.	
CAMBRIDGE, CB4 - 3NP.	
Tel 01223-360-977.	
DX Number	DX Exchange

When you have completed and signed the form please send it to the Registrar of Companies at.

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2

or

Companies Registry, Department of Enterprise, Trade and Investment, Waterfront Plaza, 8 Laganbank Road Belfast BT1 3BS

for companies registered in Northern Ireland

FORM CIC 36

CIC 36
Declarations on Formation
of a Community Interest
Company

For official use
(Please leave blank)

Please
complete in
typescript,
or in bold
black
capitals.

Company Name in
full

OPEN BOOK PUBLISHERS (CIC)
COMMUNITY INTEREST COMPANY

SECTION A: DECLARATIONS ON FORMATION OF A COMMUNITY
INTEREST COMPANY

- 1 We/I, the undersigned, declare that the company whose proposed name appears above will not be
 - (a) a political party,
 - (b) a political campaigning organisation, or
 - (c) a subsidiary of a political party or of a political campaigning organisation(as defined in regulation 2 of the Community Interest Company Regulations 2005 ("the Regulations")) (See note 1)
- 2 We/I further declare that the company will carry on its activities for the benefit of the community, or a section of the community, (as defined in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 ("the Act") and the Regulations Please insert a short description of the community, or section of the community, which it is intended that the company will benefit, in the space provided below (See note 2)

The company's activities will provide benefit to

THE ACADEMIC COMMUNITY AND INTERESTED
READERS, BOTH WITHIN THE UNITED KINGDOM
AND GLOBALLY, BY PUBLISHING HIGH QUALITY
WORKS.



Companies House

Birth or led

12

Please complete in typescript,
or in bold black capitals

CHWP000

Declaration on application for registration

Company Name in full

OPEN BOOK PUBLISHERS

COMMUNITY INTEREST COMAANY

I,

Dr. ALESSANDRA TOSI

of

CAMBRIDGE, ENGLAND

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~† Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

A.T.M.

Declared at

Sidney House, Sussex Street, Camb, CB1 1PE

Day Month Year

On

1 | 5 | 0 | 9 | 2 | 0 | 0 | 8

• Please print name

before me •

Madeline Barham

Signed

Madeline Barham

Date

15th September 2008

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

M. Barham	
Solicitor	
Ginn & Co	
01223 - 352275	Tel Sidney House, Sussex Street Cambridge CB1 1PE
DX number 131968 Camb	DX exchange CAMBRIDGE 6

Companies House receipt date barcode

This form has been provided free of charge
by Companies House

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

— for the record

10

*Please complete in typescript,
or in bold black capitals*

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

OPEN BOOK PUBLISHERS CIC

Proposed Registered Office

(PO Box numbers only, are not acceptable)

40 DEVONSHIRE ROAD

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB1 2BL

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record

GAGANDEEPPANNU - THE SOCIAL ENTERPRISE

PEOPLE, UNIT 8, CHESTERTON MILL, FRENCHES ROAD

CAMBRIDGE CB4 3NP Tel 01223 360 977

DX number

DX exchange

Companies House receipt date barcode

***This form has been provided free of charge
by Companies House***

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

v 10/03

Company Secretary (see notes 1-5)

Company name		OPEN BOOK PUBLISHERS	
NAME	*Style / Title	DR	*Honours etc
Forename(s)		ALESSANDRA	
Surname		TOSI	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		40 DEVONSHIRE ROAD	
Post town		CAMBRIDGE	
County / Region		CAMBRIDGESHIRE	Postcode CB1 2BL
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature		A. Tosi	Date 11/9/08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title		DR		*Honours etc	
Forename(s)		JOHN ROBERT JAMES					
Surname		GATTI					
Previous forename(s)							
Previous surname(s)							
Address ^{††}		40 DEVONSHIRE ROAD					
Post town		CAMBRIDGE					
County / Region		CAMBS		Postcode		CB1 2BL	
Country		ENGLAND					
Date of birth		Day Month Year		21 07 1961		Nationality BRITISH	
Business occupation		ACADEMIC					
Other directorships							
Consent signature		[Signature]				Date 24/6/08	

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHWP000

Company Name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME *Style / Title

MR

*Honours etc

Forename(s)

WILLIAM

Surname

ST CLAIR

Previous forename(s)

Previous surname(s)

Address ††

52 EATON PLACE

Post town

LONDON

County / Region

Postcode

SW1X 8AL

Country

Date of birth

Day Month Year

07 12 1937

Nationality

British

Business occupation

Academic

Other directorships

I consent to act as director of the company named on page 1

Consent signature

William St Clair

Date

24 June 2008

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed

William St Clair

Date

24 June 2008

Signed

[Signature]

Date

24/6/08

Signed

A. [Signature]

Date

24/6/08

Signed

Signed

Signed

Signed

Date

Date

Date

Date