

Company Number: 5155517

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**



A24

24/12/2007

336

COMPANIES HOUSE

**BRYANSTON COURT FREEHOLD LIMITED**

**(the "Company")**

**Circulated on 6th November 2007**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 3 below are passed as ordinary resolutions and resolutions 4 to 5 below are passed as special resolutions

**ORDINARY RESOLUTIONS**

**Redesignation of ordinary shares**

- 1 That the one issued ordinary share of £1 and the one unissued ordinary share of £1 be redesignated "A" ordinary shares of £1 each, having the rights set out in the articles of association of the Company to be adopted pursuant to resolution 5 below ("Articles of Association")

**Increase authorised share capital**

- 2 That the authorised share capital of the Company be increased from £2 to £61 by the creation of 54 "A" ordinary shares of £1 each in the capital of the Company and

5,000,000 B ordinary shares of 0 000001 pence each, having the rights set out in the Articles of Association

#### **Authority to allot shares**

- 3 That the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for, or to convert securities into, shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date following the passing of this resolution. The authority given by this resolution shall expire 5 years after the date of the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares, or grant any such rights, or convert any such securities under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

### **SPECIAL RESOLUTIONS**

#### **Disapplication of pre-emption rights**

- 4 That sub-sections 89(1) and 90(1) to (6) inclusive of the Companies Act 1985 and any rights of pre-emption (however expressed) contained in the Articles of Association shall not apply to any allotment of equity securities by the Company

#### **Articles of Association**

- 5 THAT the regulations contained in the draft document annexed to this written resolution and, for the purpose of identification, signed by the member of the Company, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions


The undersigned, a person entitled to vote on the above resolutions on 6th November 2007, hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolutions

Signed by **David Buchler**

Date

6th November 2007

The Company confirms that the required majority of eligible members (as defined in section 289(1) Companies Act 2006) have signified their agreement to the resolutions set out above and that the resolutions are passed on 6th November 2007



Director/Secretary

### Notes

- 1 You can choose to agree to all of the Ordinary Resolutions and the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - (i) By Hand delivering the signed copy to Howard Kennedy, 19 Cavendish Square, London, W1A 2AW (for the attention of Stephen Heinemann), or
  - (ii) Post returning the signed copy to Howard Kennedy, 19 Cavendish Square, London, W1A 2AW (for the attention of Stephen Heinemann)

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by 6th November 2007, sufficient agreement has been received for the resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company, seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power or authority when returning this document

**The Companies Acts 1985 to 1989  
Private Company Limited by Shares**

**ARTICLES OF ASSOCIATION  
of  
BRYANSTON COURT FREEHOLD LIMITED**

**PRELIMINARY**

- 1 1 Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 and hereinafter called "Table A" shall apply to the Company
- 1 2 The Articles hereinafter contained together with the Regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the Regulations of the Company
- 1 3 Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment
- 1 4 "communication" means the same as in the Electronic Communications Act 2000
- 1 5 "electronic communication" means the same as in the Electronic Communications Act 2000

**INTERPRETATION**

- 2 1 In these Articles -

|                     |   |
|---------------------|---|
| "A" shares" means   | the "A" ordinary shares of £1 each in the capital of the Company  |
| "B" shares" means   | the "B" ordinary shares of 0 000001 pence each in the capital of the Company                                  |
| "Directors" means   | the directors from time to time of the Company  |
| "Participant" means | a past or present Resident who has participated in the purchase of the freehold and headlease of the Property |

|                      |  |
|----------------------|--|
| "The Property" means | the land and buildings described in the Company's Memorandum of Association  |
| "Residence" means    | any residential unit comprised in the Property   |
| "Resident" means     | the leaseholder, tenant or freeholder of a Residence but so that should two or more persons be Residents of a Residence they shall be deemed to be one Resident for the purposes of these Articles |
| "shares" means       | the "A" shares and the "B" shares  |

- 2 2 Expressions referring to writing shall, unless a contrary intention appears, be construed as including references to print, lithography, photography and other modes of representing or reproducing words in a visible form
- 3 In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the act" the words "and in any regulations adopting in whole or in part the same"

#### **ALLOTMENT AND TRANSFER OF SHARES**

- 4 1 "A" shares may only be issued to Participants or to Residents who extend their leasehold interest in the Property and subsequently can only be held by, Residents "B" shares may only be issued to Participants
- 4 2 Each issued "A" share shall relate to a different Residence forming part of the Property and the Directors shall by resolution determine on the date of issue of any new "A" share the Residence to which such share relates
- 4 3 A Resident shall not be entitled to dispose of any "A" Share, whether alone or jointly with others, whilst owning a legal estate in any Residence
- 4 4 The share capital of the Company at the date of adoption of these articles is £61, divided into 56 "A" shares and 5,000,000 "B" shares
- 5 No share shall be allotted to any person unless and until payment in full for such share so issued or allotted has been received by the Company
- 6 For the purposes of Section 80 of the Act the Directors shall have authority to allot any unissued shares at such times as they think proper within a period of five years from the date of incorporation of the Company subject to these

Articles The Company may by Ordinary Resolution at any time renew this authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of the authority pursuant to Section 80A of the Companies Act 1985) but such Resolution shall comply with the Act Save as contained in the provisions of these Articles no "A" share shall be issued to any person who is not a Resident of the Residence to which the "A" share relates

- 7 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company
- 8 Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any shares except an absolute right to the entirety thereof in the registered holder Regulation 5 of Table A shall not apply to the Company
- 9 Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) a certificate for each of his holding of shares Every certificate shall be under the common seal of the Company if such exists or otherwise as specified in these Articles and shall specify the shares to which it relates and the amount paid up thereon, provided that in respect of a share held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders Regulation 6 of Table A shall be modified accordingly
- 10 The lien conferred by Regulation 8 of Table A shall attach to all shares and the Company shall have a first and paramount lien on all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company but the Directors may at any time declare any shares to be wholly or in part exempt from the

provisions of this Article Regulation 8 of Table A shall be modified accordingly

- 11 The instrument of transfer of a share shall be signed by or on behalf of the transferor who shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof and Regulation 23 of Table A shall be modified accordingly
- 12 Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve
- 13 The Directors shall refuse to register a transfer of any "A" share if the transferee is not the Resident of the Residence to which the "A" share relates in accordance with these Articles but shall otherwise register a transfer of shares provided -
  - 13 1 the instrument of transfer is accompanied by the certificate of the share to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and
  - 13 2 the consideration for the transfer of a share does not exceed the nominal value of the share Regulation 24 of Table A shall not apply to the Company
- 14 If any member parts with all interest in the Residence held in his name, or if his interest therein ceases and determines, the member or in the event of his death or bankruptcy his legal personal representative or trustee in bankruptcy shall transfer his "A" share to the person who becomes the Resident of his Residence
- 15 Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be The provisions of this Article shall apply to any person becoming entitled to a



share in consequence of the merger or consolidation of any member being a corporation as they apply to any person becoming entitled to a share in consequence of the death or bankruptcy of a member Regulation 30 of Table A shall not apply to the Company

- 16 If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 17 The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer it or offer it for purchase in accordance with these Articles. If such person refuses or neglects to comply with such notice within such reasonable time as is specified in the notice, one of the Directors duly nominated for that purpose by a Resolution of the Board of Directors, shall be the attorney of the member with full power to execute, complete and deliver a transfer of such member's share to the person to whom the same ought to be transferred and the Company may give a good discharge for the purchase money and enter the name of the transferee as the holder in the Register of Members.
- 18 The Directors may at any time by notice in writing require any member within such reasonable time as is specified in the notice to indicate in writing the capacity in which he holds any share in the capital of the Company and if he holds such share otherwise than as beneficial owner, to indicate in writing so far as it lies within his knowledge the persons who have an interest in such share (either by name and address or by other particulars sufficient to enable those persons to be identified) and the nature of their interest.
- 19 No "B" share or beneficial ownership of a "B" share shall be transferred nor shall the Company purchase any "B" shares unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

- 20 Any member proposing to transfer any "B" share or beneficial ownership of a "B" share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of such "B" shares specified therein, and shall constitute the Company the vendor's agent for the sale of such "B" shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the holders of "B" shares (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) or, in the case of a Company to which no Auditors have been appointed, such independent expert as determined and duly appointed by the members of the Company in general meeting, to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.
- 21 If the Auditors (or the independent expert as aforesaid) are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.
- 22 Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each holder of "B" shares (other than the vendor) of the number and price of the said shares and shall invite each such member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as shall be specified in such application.
- 23 If such members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be

applied for) to or amongst the applicant members in proportion as nearly as may be to the number of "B" shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant member shall be obliged to take more than the maximum number of the said shares specified by him as aforesaid, If any of the said shares shall not be capable without sub-division of being allocated to the members in proportion to their existing holdings of "B" shares, the same shall be allocated to the applicant members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit

- 24 The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed
- 25 The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the said shares comprised in the allocation notice to the purchasing members named therein at the place and time therein specified, and if in any case the vendor after having become bound as aforesaid makes default in transferring any of the said shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such of the said shares in favour of the purchasing member The receipt of the Company for the purchase price shall be a good discharge to the purchasing member The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor
- 26 During the 6 months following the expiry of the period of 21 days referred to in Article 22 above the vendor shall be at liberty to transfer to any person (including the Company) and at any price (not being less than the price fixed under Article 20 above) any of the said shares not allocated by the Directors as aforesaid

## **RIGHTS ATTACHING TO SHARES**

- 27 "A" shares shall
- 27 1 entitle the holders thereof to receive notice of, attend and vote at any general meeting of the Company, save that "A" shares shall not entitle their holders to vote in respect of resolutions relating to the declaration of dividends to the holders of "B" shares or in respect of any other financial matters,
  - 27 2 not entitle the holders thereof to any rights to receive any dividends declared, or any distributions made, by the Company, and
  - 27 3 not entitle the holders thereof to any rights to receive any capital beyond the nominal value of the "A" shares on the winding up of the Company
- 28 "B" shares shall
- 28 1 entitle the holders thereof to the right to receive all dividends declared, and distributions made, by the Company, and
  - 28 2 entitle their holders to the right to receive all capital on the winding up of the Company
- 29 The Directors shall recommend that the Company declares a dividend in respect of all of the Company's profits that are available for distribution

## **GENERAL MEETINGS AND RESOLUTIONS**

- 30 Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A
- 31 In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a Member
- 32 Regulations 38 and 59 of Table A shall be modified accordingly

- 33 Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat an electronic communication appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.
- 34 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, the reports of the Directors and Auditors, the election of Directors and the appointment of and the fixing of the remuneration of, the Auditors.
- 35 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any member present in person or by proxy and entitled to vote. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in such vote.
- 36 Except as provided in these Articles, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 37 A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable or by any other electronic communication by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly

appointed representative) Regulation 53 of Table A shall not apply to the Company

#### **APPOINTMENT OF DIRECTORS**

- 38 Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be three
- 39 Regulation 64 of Table A shall not apply to the Company
- 40 The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company
- 41 Any person who is either an existing Director at the date of the adoption of these Articles or who is appointed a Director of the Company at a date thereafter shall be required to be a Resident by way of qualification or be appointed a representative ("Representative") on behalf of a Resident in accordance with Article 42 below
- 42 Any person seeking appointment as a Director as a Representative shall be required to provide the Company with a written statement from the Resident to be represented stating that such person is acting as a Representative in accordance with this Article and that such Resident is not already a Director or does not already have a Representative still appointed as a Director
- 43 Any person at the date of adoption of these Articles who is currently appointed to represent a Resident shall provide a written statement from that Resident to validate their appointment and shall ensure that such is completed and delivered to the Company by a date not later than one month from the date of the adoption of these Articles Failure by a Director to comply with this paragraph shall be taken as his having resigned his office from that latter date, except if he or she is the sole Director at that time
- 44 In the event that any Director ceases to be a Resident, or the written statement made by a Resident in favour of a Representative is subsequently revoked in writing by that Resident, it shall be taken that the Director has resigned such office with effect from the date at which the Director ceases to be a Resident or from the date the written revocation was received by the Company

- 45 A Resident is only entitled to be nominated for one directorship or to nominate one Representative
- 46 All appointments made in accordance with this Article shall be subject to all other provisions of these Articles including the maximum number of Directors In the case of receipt of simultaneous applications the acceptance of which is limited by these or any other rules of law, the Directors may decide in their absolute discretion as to how these are dealt with
- 47 Nothing in these Articles shall define or restrict the actions of a Representative to be in accordance with directions given by the registered shareholder who provided a written statement concerning the appointment
- 48 No member shall be appointed a Director at any General Meeting unless either -
- 48 1 he is recommended by the Directors, or
- 48 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed
- 49 Subject to Articles 41 and 48 2 above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- 50 Subject to Article 41 above, the Directors may appoint a member who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force
- 51 Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom

#### **PROCEEDINGS OF DIRECTORS**

- 52 Until otherwise determined, three Directors shall constitute a quorum and Regulation 89 of Table A shall be modified accordingly

- 53 Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him (by electronic communication or otherwise) at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address given to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.
- 54 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any other form of electronic communication which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.
- 55 A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
- 56 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.
- 57 The Directors may determine such rules or procedures as they deem fit for the efficient running of the Company. The Company in General Meeting shall



have power to amend or repeal such rules or procedures which shall be binding on all members of the Company for as long as they remain in force

58 No person who is not a member of the Company shall be capable of being appointed an alternate Director Regulation 65 of Table A shall be modified accordingly

59 Any Directors from time to time who are the registered holders of "B" shares or who are Representatives of registered holders of "B" shares, shall have sole voting rights in respect of all financial matters

#### **BORROWING POWERS**

60 The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

#### **DISQUALIFICATION OF DIRECTORS**

61 The office of a Director shall be vacated if he ceases to be entitled to act as a director in accordance with these Articles

62 Regulation 81 of Table A shall be modified accordingly

#### **GRATUITIES AND PENSIONS**

63 The Directors are empowered to carry out the powers conferred by Clause 3(R) in the Memorandum of Association of the Company and Regulation 87 of Table A shall be modified accordingly

#### **NOTICES**

64 Any notice or other document may be served on or delivered to any Member by the Company either,

64 1 personally, or

64 2 by sending it by post addressed to the Member at his registered address, or

64 3 by any form of electronic communication, or

64 4 by leaving it at his registered address addressed to the Member, or

64 5 by any other means instructed in writing by the Member concerned and agreed by the Company

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders Regulation 112 of Table A shall be modified accordingly

65 Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post Any notice or other document left at a registered address otherwise than by post or sent by electronic communication, shall be deemed to have been served or delivered when it was so left or sent Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given Regulation 115 of Table A shall be modified accordingly

#### **EXECUTION OF DOCUMENTS**

66 The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors Regulation 101 of Table A shall not apply to the Company

## **INDEMNITY**

- 67     The Company shall in accordance with Section 310(3) of the Act pay for any liability insurance and also indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted in any connection with an application under Section 144(3) or (4) or Section 727 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company
- 68     Regulation 118 in Table A shall not apply to the Company