

The Companies Acts 1985 to 1989

Private Company Limited by Shares

Written Resolutions of sole shareholder of



## Forensic Science Service Ltd.

Company No: 5607780

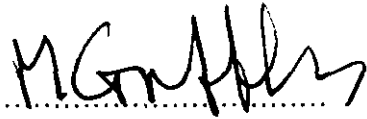
I, being the sole holder of the entire issued share capital of the Company hereby pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (being part of the Articles of Association of the Company) resolve that the Resolutions set out below be and are hereby respectively passed as written Resolutions of the Company,

### Ordinary Resolutions

1. That the authorised share capital of the company be increased from £100 to £60,000,000 by the creation of an additional £59,999,900 Ordinary Shares of £1 each, such shares to have the respective rights and obligations as set out in the Articles of Association of the Company.
2. Subject to the passing of Resolution 1, the Directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £59,999,999, such authority to expire on 31 December 2005 and shall be in substitution for all previous authorities to allot relevant securities given to the Directors to the extent the same have not previously been utilised or revoked and so that the Directors may make an offer or agreement which would or might require relevant securities to be allotted after expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if such authority had not expired.
3. That words and expressions defined in or for the purposes of section 80 shall bear the same meanings in Resolutions 1 and 2 above.

### **Special Resolution**

4. The New Articles of Association produced with this Resolution and for the purposes of identification initialled by the Chairman be approved and adopted in substitution for the existing Articles of Association of the Company.

A handwritten signature in black ink, appearing to read 'M Griffiths', written over a dotted line.

**Martin Griffiths**

Dated: 2 December 2005

**Company No. 05607780**

**The Companies Acts 1985 to 1989**

**A Private Company Limited by Shares**

## **Articles of Association**

# **Forensic Science Service Ltd.**

**Adopted by a Special Resolution dated 2nd December 2005**

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## 1. Preliminary

### 1.1 Interpretation

- (a) In these Articles the following expressions have the following meanings unless the context otherwise requires:

**“Act”** the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

**“Regulation”** a regulation contained in Table A (except where otherwise specifically provided);

**“Table A”** the regulations contained in Table A as defined in section 8 of the Act.

- (b) In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders, words importing persons include corporations and the expression “paid up” includes credited as paid up.

### 1.2 Applicability of Table A

- (a) Table A shall apply to the Company subject to the modifications and additions made by these Articles.
- (b) Regulations 6, 24, 40, 42, 43, 50, 64-69 (inclusive), 73-82 (inclusive), 84-90 (inclusive), 94-97 (inclusive), 99, 110-112 (inclusive), 115 and 118 of Table A shall not apply to the Company.

### 1.3 Status of the Company

The Company is a private company.

## 2. Shares

### 2.1 Share Capital

The share capital of the Company at the date of the adoption of these Articles is £60,000,000 divided into 60,000,000 ordinary shares of £1 each (**“Ordinary Shares”**).

## 2.2 Authority to Allot Shares

- (a) Subject to paragraphs (b) to (d) (inclusive) below and to Article 3.1 and to any directions which may be given by the Company in general meeting the directors are generally and unconditionally authorised to exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and, without prejudice to the generality of the foregoing, any shares unissued on the incorporation of the Company and any other shares hereafter created shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the directors themselves) on such terms and at such times as they may think proper.
- (b) The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over or otherwise deal with or dispose of (subject always to the provisions of this Article) shall be the amount of the authorised but unissued capital on the date of the incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.
- (c) The authority conferred on the Directors by this Article shall expire on the day preceding the fifth anniversary of the date of incorporation.
- (d) No shares shall be issued at a discount.

## 2.3 Disapplication of Pre-emption Rights

Section 89(1) and sections 90(1) to 90(6) (inclusive) of the Act shall not apply to the Company.

## 2.4 Share Certificates

Every member, upon becoming the holder of any shares in the Company, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the Directors may determine. Every certificate shall be either signed by two Directors or by a Director and the Secretary or sealed with the seal of the Company and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

## 2.5 Transfer of Shares

The Directors may decline to register any transfer of any ordinary share on which the Company has a lien or any transfer of any share, whether or not a fully-paid share, to a person of whom they shall not approve.

## 2.6 Capitalisation of Profits and Reserves

- (a) The Company in General Meeting may on the recommendation of the Directors and subject to the proviso hereinafter contained resolve to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or profit and loss or share premium account or any other amount which is available for distribution and is not required for payment of a dividend on any shares carrying a preferential right to dividend and to resolve that such sum be applied either in or towards paying up any amount for the time being unpaid on any shares held by the members of the Company who would have been entitled to such sum if distributed by way of dividend and in the same proportions or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.
- (b) A share premium account or a capital redemption reserve and any reserve or profit and loss account which is not available for distribution may, for the purposes of this Article, only be applied in paying up in full unissued shares to be allotted to members of the Company as fully paid bonus shares.

## 3. Rights of the Secretary of State

### 3.1 Matters Requiring Consent

While the Secretary of State for the Home Department (the "**Secretary of State**") holds more than 25 per cent of the aggregate nominal value of the Ordinary Shares in issue from time to time the Company shall not without the consent of the Secretary of State:

- (a) take any action which would constitute a departure from the Memorandum or Articles of Association of the Company;
- (b) allot or issue any shares or grant or vary the terms of any option, warrant or right to call for the issue of any shares or other interest therein, whether in the



form of convertible securities or any other form over or in its share capital or any part thereof;

- (c) redeem or purchase any of its own shares or make any bonus or rights issue;
- (d) appoint or remove any person from the office of director;
- (e) amend or waive any provision of the Company's Memorandum or Articles of Association;
- (f) make any variation of the rights attaching to any shares in the capital of the Company;
- (g) make any acquisition of shares or any other interest in the nature of equity capital in any company, person, body corporate, association or any other entity;
- (h) form, enter into, terminate or withdraw from any partnership (as defined in section 1 of the Partnership Act 1890);
- (i) form, enter into, terminate or withdraw from any consortium, joint venture or any other incorporated or unincorporated association if such action would impose, create or result in any actual or contingent financial commitment or obligation for the Company in excess of £2.5 million or such other sum as the Secretary of State may specify from time to time;
- (j) initiate, entertain or conduct any negotiations or discussions of whatsoever nature with any third party regarding any potential investment in the Company or its business or provide any information to any third party in contemplation of any such negotiations or discussions. For the avoidance of doubt the restrictions in this Article 3.1(j) shall not preclude the Company from carrying out any negotiations or discussions relating to the day to day trading activities of the Company;
- (k) make any material change in the nature of the Company's business or undertake any activities outside the ordinary course of business;
- (l) sell, lease, transfer, assign, licence or otherwise dispose of or purchase, lease, license or otherwise acquire any assets (other than stock in trade), businesses or undertakings (or any interest therein) whether by a single transaction or by a series of related transactions:

- (i) with a value in excess of £2.5 million or such other sum as the Secretary of State may specify from time to time; or
- (ii) if such action would impose, create or result in any actual or contingent financial commitment or obligation for the Company in excess of £2.5 million or such other sum as the Secretary of State may specify from time to time;
- (m) enter into, terminate or vary or waive any rights under, any agreement with any employee, agent, director, officer or consultant which involves an annual remuneration package (including any bonuses) in excess of the remuneration package offered to the highest paid executive director of the Company from time to time or adopt any bonus or like incentive scheme;
- (n) give any guarantee or indemnity to secure the liabilities or obligations of any person other than the Company itself, the directors or the trustees of the Company pension scheme;
- (o) enter into any agreement in relation to the sale, purchase or mortgage of land or an interest in land with a value (when aggregated with the value of any such other transactions entered into by the Company in the twelve months prior to the proposed transaction) in excess of £2.5 million or such other sum as the Secretary of State may specify from time to time;
- (p) change the name of the Company;
- (q) change the auditors of the Company;
- (r) make, increase or extend any loan or advance or grant any credit to anyone whomsoever (other than (i) trade credit in the ordinary and usual course of trading or (ii) advances made to employees in connection with their employment including but not limited to in respect of travel expenses or against expenses properly incurred by them on the Company's behalf or (iii) payments made in advance in the ordinary and usual course of trading or money placed on deposit in an account in the name of the Company and with its own bankers or (iv) credit for amounts not exceeding £50,000 and for periods not exceeding 30 days given in respect of the consideration due to be paid on the sale of any asset);
- (s) make any advances or prepayments to a third party in the nature of credit in respect of a research or development project where the value of such advance or prepayment to that third party (when aggregated with the value of any other such advances or prepayments made in the preceeding 12 months to that third

party) exceeds £2.5 million or such other sum as the Secretary of State may specify from time to time;

- (t) borrow any monies or incur any indebtedness in the nature of borrowing or other liability in the nature of borrowing (other than from the Secretary of State or trade credit in the ordinary and usual course of trading including but not limited to entering into leases and rental agreements);
- (u) give notice of, or propose, any voluntary resolution to wind up the Company, file or make any voluntary petition, application or notice for the appointment or intended appointment of an administrator, liquidator or provisional liquidator or voluntarily invite any person to appoint an administrative receiver; and
- (v) enter into any contracts (other than contracts with customers of the Company) in respect of which the commitment on the date of signature (when aggregated with the value of any other such contracts entered into or proposed to be entered into by the Company in connection with or forming part of the same transaction therewith made in the preceding 12 months) exceeds £2.5 million or such other sum as the Secretary of State may specify from time to time.

### 3.2 Approvals Procedure

- (a) Whenever the Company wishes to obtain the Secretary of State's consent to any matter set out in Article 3.1, the Company shall give notice (a "**Consent Notice**") to the Secretary of State, such notice to:
  - (i) be in writing;
  - (ii) be addressed to such person as the Secretary of State shall from time to time, notify in writing to the Company failing which a copy shall be sent to the Director General for Crime, Policing, Counter-Terrorism and Delivery in the Home Office (with copies addressed to such other persons, including senior Home Office officials, as the Secretary of State shall from time to time, notify in writing to the Company);
  - (iii) be sent by e-mail (with a copy also being sent by pre-paid recorded delivery);
  - (iv) clearly state that it is important and requires immediate attention;
  - (v) clearly identify itself as a notice served pursuant to this Article 3.2; and

- (vi) contain or annex such information as can reasonably be expected to enable the Secretary of State to consider the matter being proposed.
- (b) On or before the date which falls twenty (20) Business Days after the date of receipt of a Consent Notice (the "**Expiry Date**") the Secretary of State shall give notice to the Company stating:
  - (i) his consent to the matter contained in the Consent Notice; or
  - (ii) his refusal to consent to the matter contained in the Consent Notice (providing in reasonable detail and on a confidential basis the reasons for such refusal).
- (c) The Secretary of State may, at any time, request from the Company such further information as it reasonably requires in order to assist him to consider the matter being proposed and the Company shall deliver such information to the Secretary of State as soon as reasonably practicable thereafter.
- (d) If the Company does not receive any notice from the Secretary of State pursuant to paragraph (b) above on or before the Expiry Date and provided that the Company has obtained confirmation from the Secretary of State that the Consent Notice was received by the person to whom it was addressed, the Company shall be entitled to undertake the matter contained in the Consent Notice and the consent of the Secretary of State shall be deemed irrevocably given to such matter.

#### **4. Proceedings at General Meeting**

##### **4.1 Quorum**

No business shall be transacted at any general meeting unless there is present at the commencement of the business and also when such business is voted upon:

- (a) the requisite quorum; and
- (b) for so long as the Secretary of State shall hold more than 25 per cent of the ordinary shares in issue an authorised representative of the Secretary of State.

For so long as there shall be two or more members of the Company then two members present in person or by proxy or (if a corporation) by a duly authorised representative shall be a quorum and for so long as there shall be only one member then one member present in person or by proxy or (if a corporation) by a duly authorised representative shall be a quorum.

#### 4.2 Chairman

The chairman at every general meeting of the Company shall be a Director appointed from time to time to act as such by the holders of the majority of the Ordinary Shares. If for any reason a chairman has not been so appointed, then in respect of each general meeting of the Company a chairman shall be appointed by the majority of the holders of Ordinary Shares present at such meeting in person or by proxy or (being a corporation) by a duly authorised representative.

#### 4.3 Chairman's Casting Vote

If on a show of hands or on a poll there shall be an equality of votes on a matter put to a general meeting then the chairman shall not have a casting vote.

### 5. Powers of Directors to Borrow Money

Subject to Article 3, the directors may exercise all powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and, subject to the provisions of the Act, to create and issue debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### 6. Board of Directors

#### 6.1 Number of Directors

There shall be no maximum number of Directors and the minimum number of Directors shall be three.

#### 6.2 Appointment of Directors

- (a) The directors may appoint any person who is willing to act to be a director either to fill a vacancy or as an additional director.
- (b) For so long as the Secretary of State holds Ordinary Shares whose aggregate nominal value amounts to more than half of the aggregate nominal value of all Ordinary Shares in issue from time to time which confer a right to vote at general meetings he shall be entitled by notice in writing to the Company to appoint any person willing to act to be a director to fill any vacancy or as an additional director. A notice of appointment of a director pursuant to this paragraph shall take effect upon the earlier of lodgement at the registered office of the Company, delivery to a meeting of the Directors and delivery to

the Secretary.

### 6.3 Removal of Directors

For so long as the Secretary of State is entitled to appoint a director under Article 6.2(b), he may by like notice remove any director (whether or not appointed under Article 6.2(b)). A notice of removal of a director pursuant to this Article shall take effect upon the earlier of lodgement at the registered office of the Company, delivery to a meeting of the Directors and delivery to the Secretary.

### 6.4 Automatic Disqualification as Director

The office of a director shall be vacated:

- (a) if by notice in writing to the Company, the occupant of such office resigns such office;
- (b) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
- (c) if he becomes bankrupt or enters into any arrangement with his creditors generally;
- (d) if he is prohibited from being a director by an order made under any provision of the Act or any other Act of Parliament;
- (e) if he becomes of unsound mind;
- (f) if he is removed from office under Section 303 of the Act;
- (g) if he is removed from office pursuant to Article 6.3.

### 6.5 No Obligatory Retirement of Directors

The Directors shall not be liable to retire by rotation.

### 6.6 Chief Executive or Executive Directors

Subject always to the prior approval of the Secretary of State, if at the relevant time the Secretary of State holds more than 25 per cent of the ordinary shares in issue:

- (a) the Directors may from time to time appoint one or more of their number to an executive office (including that of Chief Executive, Manager or any other salaried office) for such period and upon such terms as shall be thought fit, and subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed to any executive office shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) *ipso facto* cease to hold such office if he ceases from any cause to be a Director;
- (b) the Chief Executive, Manager or other executive officer as aforesaid shall receive such remuneration whether by way of salary, commission or participation in profits or otherwise (either in addition to or in lieu of his remuneration as a Director), as the Directors may determine; and
- (c) the Directors may entrust to and confer upon a Chief Executive, Managing or other executive officer as aforesaid any of the powers exercisable by them upon such terms and conditions with such restrictions as they think fit and may from time to time withdraw, alter or vary all or any of such powers.

#### 6.7 No Shareholding Qualification

A director shall not be required to hold any share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of the Company and at any separate general meeting of the holders of any class of shares in the capital of the Company.

### 7. Company Secretary

- (a) Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- (b) The Directors may appoint one or more persons as they may think fit, to be an assistant Secretary to the company and each such person shall have full power to act in the place of the Secretary to the Company and shall be appointed for such term, at such remuneration and upon such conditions as the Directors may think fit; and any assistant Secretary so appointed may be removed by the Directors.

### 8. Interests of Directors

- (a) Subject to making full disclosure to the Board and to the provisions of the Act, a director may be interested directly or indirectly in any contract or

arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditors of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefore.

- (b) A Director may not vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall not be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) not be taken into account in calculating the quorum present at the meeting.

#### **9. Alternate Directors**

- (a) Each director shall have the power to nominate any other director to act as alternate director at meetings of the directors in his place during his absence and, at his discretion, to revoke such nomination.
- (b) Any appointment or removal of an alternate director shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.
- (c) An alternate director shall be entitled to vote at any such meeting and to perform thereat all the functions of his appointor. An alternate director shall have one vote for each director he represents, in addition to his own vote, but he shall not be counted more than once in the quorum. If his appointor is for the time being absent from the United Kingdom or otherwise not available the appointee's signature to any resolution in writing of the director's shall be as effective as the signature of his appointor.
- (d) An alternate Director shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
- (e) An alternate director shall *ipso facto* cease to be an alternate director if his appointor ceases for any reason to be a director.



## **10. Proceedings of Directors**

### **10.1 Power to regulate own proceedings**

Subject to the provisions of these Articles and the Act, the Directors shall regulate their meetings as they think fit.

### **10.2 Quorum**

A majority in number of the directors duly appointed from time to time, one of whom is either the Chairman or the Chief Executive, shall be a quorum.

### **10.3 Voting**

Questions arising at a meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall not have a casting vote.

### **10.4 Written Resolutions of Directors**

*The written resolution referred to in Regulation 93 of Table A may consist of several documents in a like form each signed by one or more of the Directors.*

### **10.5 Meetings by Telephone/Video Conference**

Any Director may participate in a meeting of the Directors or a committee of Directors by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in the quorum. Such 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 is located.

## **11. Directors' Benefits**

### **11.1 Indemnity**

Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the court, and no Director

or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

#### **11.2 Insurance**

The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

#### **11.3 Retirement Benefits**

The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

### **12. Members' Right to Inspect Record**

Any member shall be entitled at any time to inspect any accounting records or other books or documents or records of the Company without charge.

### **13. Notices**

- (a) Any notice to be given to a person pursuant to these Articles (other than a notice to be given to a Director for the purpose of calling a meeting of the Directors) shall be:
  - (i) given in writing and sent in accordance with paragraphs (b) and (c) below to the address for service notified from time to time by him to the secretary or, (if there is none at that time) to the chairman of the board of directors and if no such address has been so notified then such notice shall be sent to the relevant person at his last known address; or
  - (ii) given using electronic communications and sent to an address for the time being notified for that purpose to the person giving the notice.
- (b) If a notice is to be given in writing and sent to a person at an address outside the United Kingdom then it shall be sent by courier or facsimile transmission and any notice so sent by courier shall be deemed to have been given when it is delivered and any notice so given by facsimile transmission shall be deemed

to have been given on receipt of a successful transmission report.

- (c) If a notice is to be given in writing and sent to any person at an address within the United Kingdom it may be given either by sending it by pre paid first class post in an envelope addressed to the relevant person at the relevant address or by leaving it at that address and any notice so sent by post shall be deemed to have been given 48 hours after the envelope containing it was put into the post and any notice so left at the relevant address shall be deemed to have been given when it was so left.