

THE COMPANIES ACT 2006

COMPANY NUMBER 6224576

SPECIAL RESOLUTION OF THE DICKENS QUARTER MANAGEMENT COMPANY LIMITED

WE, the undersigned, being, as at the date of this resolution, all of the members of the above-named company entitled to receive notice of and attend and vote at General Meetings HEREBY PASS the following resolution as a SPECIAL RESOLUTION on 10 ~~DECEMBER~~ 2007 pursuant to Sections 21 and 281(1)(a) and Chapter 2 of The Companies Act 2006

IT IS RESOLVED that the existing Articles of the Company henceforth cease to apply and that the new Articles in the form attached hereto and for the purpose of identification initialled by us both be immediately adopted in their stead

Dated 10 ~~DECEMBER~~ 2007

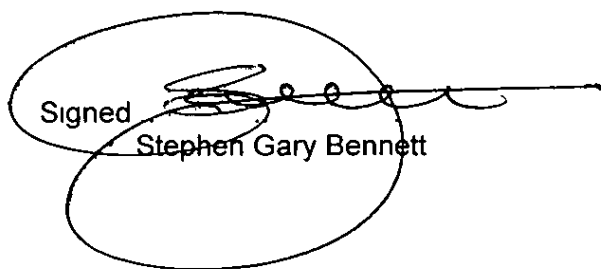
Signed

Nicholas Knight



Signed

Stephen Gary Bennett



SATURDAY



A41

A8RHEVPO
22/12/2007
COMPANIES HOUSE

204

Important Instructions to Members

- (a) Please signify your agreement to the above written resolution by signing two copies on the line provided for your signature
- (b) The above resolution must be signed by all Members named above by not later than 200 ("the expiry date") If all Members named above have signed the resolution prior to that date then the Company Secretary/a Director may date the resolution at any date on or after the first date when all members have signed the resolution provided that such date does not fall after the expiry date

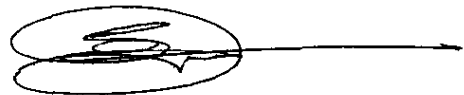
THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE

NEW ARTICLES OF ASSOCIATION OF THE DICKENS QUARTER MANAGEMENT COMPANY LIMITED

(Adopted by Special Resolution dated 10...~~DECEMBER~~ 2007)

INTERPRETATION



1 (a) In these Articles -

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force including any provision of the Companies Act 2006

"clear days" in relation to the period of a notice means 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

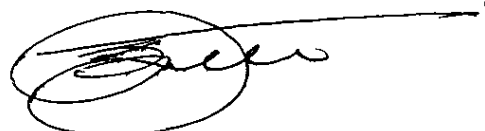
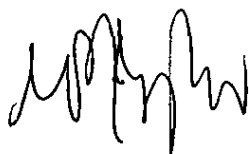
"dwelling" means any individual unit of residential accommodation situate in or upon the Property (as hereinafter defined)

"dwellingholder" means any person who is either

- (a) the head lessee for the time being of a dwelling and if at any time two or more persons are for the time being joint head lessees of a dwelling then (except where the context unequivocally requires to the contrary) references in these Articles to the "dwellingholder" shall be construed as references to all of those joint head lessees collectively, or
- (b) the freehold owner for the time being of a dwelling and if at any time two or more persons are for the time being joint owners of the freehold of a dwelling then (except where the context unequivocally requires to the contrary) references in these Articles to the "dwellingholders" shall be construed as references to all of those joint freehold owners collectively

"executed" includes any mode of execution

"joint freehold owner" means any person who together with one or more other persons is the joint holder of the freehold of a dwelling and "joint freehold owners" shall be construed accordingly



"joint head lessee" means any person who together with one or more other persons is the joint holder of the head lease of a dwelling and "joint head lessees" shall be construed accordingly

"office" means the registered office of the Company

"Property" means all that freehold property at Milton Road, Portsmouth, Hampshire PO3 6AD upon which 2 detached blocks containing 22 flats in total and 113 freehold houses are or are intended to be constructed

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

- (c) No regulations set out in any schedule to any statute or in any statutory instrument concerning companies shall apply as regulations or Articles of the Company

MEMBERS

- 2 (a) The Subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be the Members of the Company
- (b) A Subscriber or, in the case of the death of a Subscriber, that Subscriber's Personal Representatives, may nominate any person to replace that Subscriber as a Member of the Company and that nominee, after having been admitted to membership, shall stand in the same position and have the same powers and be subject to the same restrictions as if he were an actual Subscriber to the Memorandum
- (c) The only persons eligible for membership of the Company other than the Subscribers to the Memorandum of Association are any person nominated by a Subscriber or a Subscriber's Personal Representatives in accordance with Article 2(b) above or a person who is for the time being a dwellingholder or a joint head lessee or joint freehold owner
- (d) The Company shall admit to membership by resolution of the Directors any person eligible for membership who requests to be admitted as a Member provided that -
 - (i) in the case of a joint freehold owner of a dwelling such person may only be admitted to membership along with all of his fellow joint freehold owners of the same dwelling and all of the joint freehold owners of a dwelling shall be deemed to constitute one Member of the Company and references in these Articles to "Member" shall (except where the context unequivocally requires to the contrary) be construed in relation to joint freehold owners registered as a Member to refer to all of those joint freehold owners collectively
 - (ii) in the case of a joint head lessee of a dwelling such person may only be admitted to membership along with all of his fellow joint head lessees of the same dwelling and all of the joint head lessees of a dwelling shall be deemed to constitute one member of the

Company and references in these Articles to "Member" shall (except where the context unequivocally requires to the contrary) be construed in relation to joint head lessees registered as a Member to refer to all of those joint head lessees jointly

(iii) that person shall have signed a consent to become a Member in such form as the Directors shall from time to time prescribe

- 3 (a) A Subscriber to the Memorandum of Association shall, if not himself a dwellingholder, cease to be a Member at the expiry of the twenty-fourth month following the first month in which dwellingholders of all the dwellings are Members of the Company or upon giving written notice to the Company of his/her/its wish to resign (whichever shall first occur)
- (b) A Member who was eligible for membership solely by reason that that Member was at the time of that Member's admission to membership a dwellingholder shall cease forthwith to be a Member immediately upon that Member's ceasing to be a dwellingholder

GENERAL MEETINGS

- 4 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 5 The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Company may call a general meeting

NOTICE OF GENERAL MEETINGS

- 6 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
- (a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat, and
- (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

The notice shall be given to all the Members and to the Directors and auditors (if any)

- 7 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- 8 No business shall be transacted at any meeting unless a quorum is present. For so long as a Subscriber is a Member of the Company then the quorum shall be one Subscriber who is a Member of the Company. When no Subscriber remains as a Member of the Company, two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 9 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved.
- 10 The chairman, if any, of the Board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
- 11 If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 12 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but 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. 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.
- 13 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
- (a) by the chairman, or
 - (b) by at least two Members having the right to vote at the meeting, or
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting,

and a demand by a person as proxy for a Member shall be the same as a demand by the Member

- 14 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or 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
- 15 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 16 A poll shall be taken as the chairman directs and he 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
- 17 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have
- 18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 19 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 20 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members
- 21 Every Member present in person or by proxy or (being a corporation) by its representative shall whether on a show of hands or on a poll have one vote for each dwelling of which that Member is the dwellingholder provided that
 - (i) each Subscriber shall have 1000 votes
 - (ii) joint head lessees or (as the case may be) joint freehold owners of the same dwelling who are registered as a Member shall collectively have one vote

- 22 In the case of joint head lessees or (as the case may be) joint freehold owners of the same dwelling who are registered as a Member the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of any other fellow joint head lessees or (as the case may be) joint freehold owners, and seniority shall be determined by the order in which the names of the fellow joint head lessees or (as the case may be) joint freehold owners stand in the Register of Members
- 23 A Member or the senior of joint head lessees or (as the case may be) joint freehold owners who are registered as a Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
- 24 No objection shall be raised to the qualification of any voter except at the 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 chairman whose decision shall be final and conclusive
- 25 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

" Limited
I/We, , of ,
being a Member/Members of the above-named Company, hereby appoint
of
, or
failing him, of
, as
my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Company to be held on
20 , and at any adjournment
thereof

Signed on 20 ,"

- 26 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

" Limited
I/We, , of ,

being a Member/Members of the above-named Company, hereby appoint
of _____,
or failing him, _____ of _____,
as
my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Company to be held on
20 _____, and at any adjournment
thereof

This form is to be used in respect of the resolutions mentioned below as
follows

Resolution No 1 *for *against

Resolution No 2 *for *against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from
voting

Signed this _____ day of _____ 20 _____

27 The instrument appointing a proxy and any authority under which it is executed
or a copy of such authority certified notarially or in some other way approved by
the Directors may -

- (a) be deposited at the office or at such other place within the United
Kingdom as is specified in the notice convening the meeting or in any
instrument of proxy sent out by the Company in relation to the meeting
not less than 48 hours before the time for holding the meeting or
adjourned meeting at which the person named in the instrument
proposes to vote, or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be
deposited as aforesaid after the poll has been demanded and not less
than 24 hours before the time appointed for the taking of the poll, or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours
after it was demanded, be delivered at the meeting at which the poll was
demanded to the chairman or to the secretary or to any Director,

and an instrument of proxy which is not deposited or delivered in a manner so
permitted shall be invalid

28 A vote given or poll demanded by proxy or by the duly authorised
representative of a corporation shall be valid notwithstanding the previous
determination of the authority of the person voting or demanding a poll unless
notice of the determination was received by the Company at the office or at
such other place at which the instrument of proxy was duly deposited before
the commencement of the meeting or adjourned meeting at which the vote is
given or the poll demanded or (in the case of a poll taken otherwise than on the

same day as the meeting or adjourned meeting) the time appointed for taking the poll

NUMBER OF DIRECTORS

- 29 Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall be not less than two
- 30 No Director shall be entitled to appoint any person to be his alternate
- 31 No persons shall be eligible to be appointed as Directors of the Company other than
- (a) Members of the Company for the time being except a Member comprised of two or more joint head lessees or (as the case may be) joint freehold owners, and
 - (b) in the case of two or more joint head lessees registered as a Member such one (but not more than one) of those joint head lessees as may be nominated by notice in writing to the Company by all of those joint head lessees (other than the nominee himself) to be the person from amongst themselves who is eligible to be appointed as a Director
 - (c) in the case of two or more joint freehold owners registered as a Member such one (but not more than one) of those joint freehold owners as may be nominated by notice in writing to the Company by all of those joint head lessees (other than the nominee himself) to be the person from amongst themselves who is to be eligible to be appointed as a Director

POWERS OF DIRECTORS

- 32 Subject to the provisions of the Act and the Memorandum and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors
- 33 Without prejudice to the generality of Article 32 the Directors may subject to the Memorandum at any time and from time to time make, adopt, alter or revoke any rules, regulations and bye-laws for the regulation of the Company, the business and affairs of the Company and the use of any land, property or other assets held, managed or administered by the Company. Any resolution of the Directors for the making, adopting, altering or revoking of any rules, regulations and bye-laws shall be subject to confirmation by special resolution at the next annual general meeting and, if not so confirmed, shall cease to have effect at the conclusion of that meeting. All such rules, regulations and bye-laws for the time being in force shall be binding upon all Members and a Member shall not be absolved from abiding by the terms of such rules, regulations and bye-laws by reason that he has had no notice thereof

- 34 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

DELEGATION OF DIRECTORS' POWERS

- 35 The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying

APPOINTMENT AND REMOVAL OF DIRECTORS

- 36 (a) For so long as any Subscriber is a Member of the Company then the Subscriber or Subscribers for the time being shall be entitled to appoint and to remove all and any of the Directors of the Company so that there shall be no limit on the number of such Directors (appointed or removed). As soon as the last Subscriber ceases to be a Member of the Company then all Directors appointed by any Subscriber(s) will retire immediately upon such cessation and the provisions of paragraph (b) of this Article shall come into effect
- (b) Upon the coming into effect of the provisions in this paragraph any Member of the Company for the time being except a Member comprised of two or more joint freehold owners or two or more joint head lessees shall be entitled at any time and from time to time to appoint not more than one Director of the Company for each dwelling of which that Member is the dwellingholder and to remove any such Director from office. Any Member of the Company for the time being comprised of two or more joint freehold owners or two or more joint head lessees shall by all of those joint freehold owners or joint head lessees collectively be entitled at any time and from time to time to appoint not more than one Director of the Company for each dwelling of which those joint freehold owners or joint head lessees are collectively the dwellingholder and to remove such Director from office
- (c) Every appointment or removal of a Director under the powers conferred by this Article shall be made by instrument in writing under the hand or hands of the person or persons for the time being entitled to make such appointment or removal (or, where any such person is a company, under the hand of a Director or Secretary of that company) and such instrument shall only take effect upon the receipt thereof at the registered office of the Company. Every such instrument shall be annexed to the Directors' Minute Book as soon as practicable after service. An instrument despatched to the registered office of the Company in a properly addressed envelope by first class prepaid post shall be deemed to have been received by the Company upon the second day after the date of posting

- (d) Where a resolution is proposed for the removal from office of a Director any Member voting against such removal shall on a show of hands or on a poll taken on such resolution have such number of votes as shall exceed by one vote all votes cast or to be cast in favour of such removal provided that the provisions of this Article 36(c) shall not be effective for so long as any subscriber remains as a Member of the Company

DISQUALIFICATION AND REMOVAL OF DIRECTORS

37 The office of a Director shall be vacated if -

- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) he is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers in respect of his property or affairs, or
- (d) he resigns his office by notice to the Company, or
- (e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated, or
- (f) he ceases to be a Member of the Company, or
- (g) in the case of a Director who was eligible for appointment pursuant to paragraph (b) of Article 31, he ceases to be a joint freehold owner of the property whose joint freehold owners nominated him or a joint head lessee of the property whose joint head lessees nominated him pursuant to paragraph (b) of Article 31, or
- (h) the Director is removed pursuant to Article 36, or
- (i) the Director was appointed by a Subscriber (or Subscribers) and the last Subscriber to be a Member has ceased to be a Member of the Company

REMUNERATION OF DIRECTORS

38 The Directors may be paid such remuneration (if any) as the Company may by ordinary resolution determine

DIRECTORS' EXPENSES

- 39 The Directors may be paid such expenses (if any) properly incurred by them in connection with the discharge of their duties as the Company may by ordinary resolution determine

DIRECTOR'S INTERESTS

- 40 Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office -

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested, and
- (b) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

- 41 For the purposes of Article 40 -

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified, and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

PROCEEDINGS OF DIRECTORS

- 42 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

- 43 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two.

- 44 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of calling a general meeting.

- 45 The Directors may appoint one of their number to be the chairman of the Board of Directors and may at any time remove him from that office. Unless he is

unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.

- 46 All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 47 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
- 48 A Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning any matter and even though such matter may be one in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company provided that he shall have declared the nature of his interest in accordance with Section 317 of the Act.
- 49 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

SECRETARY

- 50 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if any) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

MINUTES

- 51 The Directors shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the Directors, and
 - (b) of all proceedings at meetings of the Company and of the Directors and of committees of Directors, including the names of the Directors present at each such meeting.

THE SEAL

- 52 The Directors may from time to time and at any time determine whether the Company shall or shall not have a Seal. Even if the Company shall have a seal the Directors shall be at liberty to sanction the execution by the Company of a Document by the affixing of the Company Seal or otherwise. Any Seal of

58 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor (if any) of the Company shall be indemnified out of the assets 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 in which he is acquitted or in connection with any application 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

INDEMNITY

57 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

56 A Member present, either in person or by proxy, or, being a corporation, by its representative at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

55 The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. In the case of joint head leasees or (as the case may be) joint freehold owners of a dwelling registered as a Member, all notices shall be given to the joint head leasee or (as the case may be) joint freehold owner whose name stands first in the register of Members and notice so given shall be sufficient notice to all the fellow joint head leasees of that joint head leasee or (as the case may be) fellow joint freehold owners of that joint freehold owner. A Member or joint head leasee or (as the case may be) joint freehold owner whose name stands first in the register of Members whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member or joint head leasee or joint freehold owner shall be entitled to receive any notice from the Company

54 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing

NOTICES

53 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company

ACCOUNTS

the Company 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