

Company number 9073355

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

24 Earham Street Limited (Company)

110 JULY 2014 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (Resolution).

SPECIAL RESOLUTION

THAT the draft articles of association annexed to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed by Margarethe van der Vorm for and
on behalf of VAN DER VORM UK EARLHAM
LIMITED sole shareholder of the Company

S. van Ammers

Date 10/7/14



THURSDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

24 EARLHAM STREET LIMITED

Adopted pursuant to a resolution of the Company passed by special resolution on 10 July 2014

PART 1 - INTERPRETATION, LIABILITY OF SHAREHOLDERS, OBJECTS OF THE COMPANY; MEMBERSHIP

1. Interpretation

In the articles, unless the context requires otherwise the following terms will have the following meanings

the Act the Companies Act 2006

Appointee a person appointed by a Shareholder to be a director of the Company in accordance with Article 18.1

Articles this document being the Company's articles of association and reference to an Article shall refer to that Article of the Articles,

Bankruptcy includes bankruptcy in England and Wales and individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy,

Chair the Chairman of any general meeting of the Company who is appointed in accordance with the provisions of Article 35,

Document includes, unless otherwise specified, any document sent or supplied in electronic form as defined by section 1168 of the Companies Act 2006,

Distribution Recipient the Shareholder or the Transmitttee, as the case may be, of a Share against which a dividend or other distribution is payable,

Objects the objects of the Company as set out in Article 4,

Property the freehold land and buildings at 24 Earlham Street WC2H 9LN

Proxy Notice has the meaning given in Article 41,

Share a share in the Company,

Shareholder the legal owner of a Share,

Transmitttee a person entitled to a Share by reason of the death or Bankruptcy of a Shareholder or otherwise by operation of law,

Unit a long leasehold flat situated on or in the Property,

Unit Owner the owner for the time being of a Unit including a person who is entitled to be registered at the Land Registry as the owner of that Unit

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company

2. Exclusion of model articles

These Articles exclude the model articles for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008

3 Liability of Shareholders

The liability of the Shareholders is limited to the amount, if any, unpaid on the Shares held by them

4. Objects of the Company

4 1 The Objects of the Company are to

- 4 1 1 own the Property,
- 4 1 2 provide services to the tenants and occupiers of the Units forming part of the Property,
- 4 1 3 collect the rents, service charges and other income of the Property,
- 4 1 4 repair, maintain and manage the Property,
- 4 1 5 to develop the Property to the extent that this is in the best interests of the Company and the Shareholders individually and collectively,
- 4 1 6 to sell, let or otherwise dispose of or deal with the whole or any part of the Property for such consideration as the Company shall think fit,
- 4 1 7 to do anything incidental or ancillary to the above including, for the avoidance of doubt, to borrow money from the Shareholders or otherwise

5. Membership

5 1 No person other than a Unit Owner may be a Shareholder

5 2 Where two or more persons are registered as the Shareholders in relation to any Share they together constitute one Shareholder for the purpose of these Articles and the person first named in the register of Shareholders may exercise and receive all voting and other rights and powers conferred by that Share to the exclusion of the other Shareholders All such persons shall be subject jointly and severally to any liability imposed on that Shareholder under or pursuant to the Articles

5 3 Where a person is the Unit Owner of more than one Unit he shall (except where any Article provides otherwise) be treated under the Articles as a separate Shareholder in respect of each Unit

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. General

6 1 Unless otherwise determined by ordinary resolution, the minimum number of directors shall be 2 and the maximum shall be not fewer than one director for each Share

6 2 No person shall be eligible to be a director unless he is either a Shareholder or an Appointee

7. Directors' general authority

7 1 Subject to the Articles, the directors are responsible for the management of the Company in accordance with the Objects, for which purpose they may exercise all the powers of the Company

7 2 Notwithstanding the general authority granted by clause 7 1 the directors may not, except with the authority of a special resolution, sell, dispose of, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration

7 3 No such special resolution invalidates anything which the directors have done before the passing of the resolution

8. Shareholders' reserve power

8 1 The Shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action

9. Directors may delegate

9 1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles to such director or committee including at least one director as they think fit

9 2 The directors may revoke any delegation in whole or in part, or alter its terms and conditions

10. Committees

10 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors

10 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

11 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

11 1 Any decision of the directors must be taken at a meeting of directors by a simple majority or must be taken in accordance with Article 12

12. Unanimous decisions

- 12 1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 12 2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- 12 3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- 12 4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting

13. Calling a directors' meeting

- 13 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- 13 2 Notice of any directors' meeting must indicate
- (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 13 3 Notice of a directors' meeting must be given to each director, but need not be in writing
- 13 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

14. Participation in directors' meetings

- 14 1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 14 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

- 14 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

15 Quorum for directors' meetings

- 15 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 15 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two eligible directors
- 15 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision
- (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the Shareholders to appoint further directors

16 Chairing of directors' meetings and casting vote

- 16 1 The directors shall appoint a chairman from time to time and the chairman shall not have a casting vote. If the chairman for the time being is unable to attend any meeting of the board of directors, the directors shall appoint another director to act as chairman at the meeting

17. Conflicts of interest

- 17 1 If a question arises at a meeting of directors or of a committee of directors as to the right of a director pursuant to Section 175 of the Act to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question is to be decided by a decision of the directors at that meeting, for which purpose the director concerned is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes
- 17 2 If a director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, he must declare the extent and nature of that interest to the other directors in accordance with Section 177 of the Act

APPOINTMENT OF DIRECTORS

18 Method of appointing directors

- 18 1 Subject to the provisions of Article 6, the subscribing Shareholder and each Unit Owner, being a Shareholder, shall have the right to appoint any person (including himself) as a director of the Company and where a Shareholder holds more than one Share that Shareholder may appoint one director for each Share held

18 2 On a resolution to remove a director who is also a Shareholder that director shall be entitled to exercise sufficient votes to defeat that resolution An Appointee may be removed by ordinary resolution

18 3 In any case where, as a result of death, the Company has no Shareholders and no directors, the personal representatives of the last Shareholder to have died have the right, by notice in writing, to appoint a person to be a director

18 4 For the purposes of Article 18 3, where 2 or more Shareholders die in circumstances rendering it uncertain who was the last to die, a younger Shareholder is deemed to have survived an older Shareholder

19 Termination of director's appointment

19 1 A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a Bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
- (f) that person, or the Shareholder of whom he is the Appointee, ceases to be a Shareholder

20 Directors' remuneration

20 1 No director shall be entitled to any remuneration from the Company

20 2 The Company with the approval of an ordinary resolution may pay any reasonable expenses which the directors properly incur in connection with their attendance at

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of any class of shares or of debentures of the Company
- (d) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

PART 3 - SHARES AND DISTRIBUTIONS

SHARES

21. General

21 1 No Share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue

21 2 Except as required by law, no person is to be recognised by the Company as holding any Share upon any trust, and except as otherwise required by law or the Articles, the Company is not in any way to be bound by or recognise any interest in a Share other than the holder's absolute ownership of it and all the rights attaching to it

22. Powers to issue shares

22 1 Subject to the Articles, but without prejudice to the rights attached to any existing share, the Company may issue Shares with such rights or restrictions as may be determined by ordinary resolution provided that the aggregate number of shares issued shall not be fewer than three nor greater than the total number of Units at the Property

23. Share certificates

23 1 The Company must issue each Shareholder, free of charge, with one or more certificates in respect of the Shares which that Shareholder holds

23 2 Every certificate must specify -

- (a) in respect of how many Shares, of what class, it is issued,
- (b) the nominal value of those Shares,
- (c) that the Shares are fully paid, and
- (d) any distinguishing numbers assigned to them

23 3 No certificate may be issued in respect of Shares of more than one class

23 4 If more than one person holds a Share, only one certificate may be issued in respect of it

23 5 Certificates must have affixed to them the Company's common seal, or be otherwise executed in accordance with the Companies Acts

24. Replacement Share certificates

24 1 If a certificate issued in respect of a Shareholder's Shares is

- (a) damaged or defaced, or

- (b) said to be lost, stolen or destroyed

that Shareholder is entitled to be issued with a replacement certificate in respect of the same Shares

24 2 A Shareholder exercising the right to be issued with such a replacement certificate

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
- (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced, and
- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

25. Share transfers

25 1 A Share may only be transferred on the sale of a Unit by a Shareholder when the Shareholder must transfer a Share to the purchaser of the Unit on completion of the sale

25 2 If a Shareholder sells a Unit it will be a condition of sale that a Share is transferred to the purchaser on completion of the sale

25 3 The Shares may only be transferred at their nominal value

25 4 If a Shareholder fails to transfer his Shares in accordance with this Article 25 the directors may at their discretion appoint some person to sign an instrument of transfer of those Shares on his behalf

26. Completion of Share transfer

26 1 Shares may be transferred by means of an instrument of transfer which is executed by or on behalf of the transferor

26 2 The directors shall register the transfer of a Share permitted or required by, and made in accordance with, the Articles and shall not register any other transfer of a Share

26 3 No fee may be charged for registering any instrument of transfer or other Document relating to or affecting the title to any Share

26 4 The Company may retain any instrument of transfer which is registered

26 5 The transferor remains the holder of a Share until the Purchaser's name is entered in the register of members

26 6 If the directors refuse to register the transfer of a Share, the instrument of transfer must be returned to the Purchaser with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

27. Transmission of Shares to Transmittees

- 27 1 If title to a Share passes to a Transmitttee, the Company may only recognise the Transmitttee as having any title to that Share
- 27 2 A Transmitttee who produces such evidence of entitlement to Shares as the directors may properly require
- (a) may, subject to the Articles, choose either to become the holder of those Shares or to have them transferred to another person, and
 - (b) subject to the Articles, and pending any transfer of the Shares to another person, has the same rights as the holder had
- 27 3 Transmitttees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of Shares to which they are entitled, by reason of the Shareholder's death or Bankruptcy or otherwise, unless they become the holders of those Shares

28. Exercise of Transmitttees' rights

- 28 1 Transmitttees who wish to become the holders of Shares to which they have become entitled must notify the Company in writing of that wish
- 28 2 If the Transmitttee wishes to have a Share transferred to another person, the Transmitttee must execute an instrument of transfer in respect of it
- 28 3 Any transfer made or executed under this Article is to be treated as if it were made or executed by the person from whom the Transmitttee has derived rights in respect of the Share, and as if the event which gave rise to the transmission had not occurred

29. Transmitttees bound by prior notices

- 29 1 If a notice is given to a Shareholder in respect of Shares and a Transmitttee is entitled to those Shares, the Transmitttee is to be bound by the notice if it was given to the Shareholder before the Transmitttee's name has been entered in the register of members

DISTRIBUTIONS

30. Procedure for declaring dividends

- 30 1 The Company may by ordinary resolution declare a dividend and the directors may decide to pay an interim dividend
- 30 2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors

30 3 No dividend may be declared or paid unless it is in accordance with the Shareholders' respective rights

30 4 Where funds are available for distribution in accordance with the Act, before recommending a dividend, the directors, having regard to the Objects, shall consider whether to apply all or any part of such funds to a reserve fund or funds for any general or particular purpose or purposes envisaged by the Objects

31 Payment of dividends and other distributions

31 1 Where a dividend or other sum which is a distribution is payable in respect of a Share, it must be paid by one or more of the following means

- (a) Transfer to a bank or building society account specified by the Distribution Recipient in writing,
- (b) Sending a cheque made payable to the Distribution Recipient by post to the Distribution Recipient at the Distribution Recipient's registered address or to an address specified in writing by the Distribution Recipient,
- (c) Sending a cheque made payable to such person by post to such person at such address as the Distribution Recipient has specified in writing, or
- (d) any other means of payment as the directors agree with the Distribution Recipient in writing

PART 4 - DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

32 Calling general meetings

32 1 If

- (a) the Company has no directors or fewer than two directors, and
- (b) the director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so,

then two or more Shareholders may call a general meeting or may instruct the company secretary (if any) to do so for the purpose of appointing one or more directors

33. Attendance and speaking at general meetings

33 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting and is in a position to hear the other participants in the meeting

33 2 A person is able to exercise the right to vote at a general meeting when

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

33 3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

33 4 In determining attendance at a general meeting, it is immaterial whether any two or more Shareholders attending it are in the same place as each other

33 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

34 Quorum for general meetings

34 1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

34 2 The quorum for a general meeting of the Company shall be such number of Shareholders (either present or by their duly appointed proxies) as hold not less than two thirds of the votes attaching to the Shares

35. Chairing general meetings

35 1 If the directors have appointed a chairman (Chair) the Chair shall chair general meetings if present and willing to do so

35 2 The appointment of the Chair must be the first business of the meeting

35 3 The Chair may permit other persons who are not Shareholders or otherwise entitled to exercise the rights of Shareholders in relation to general meetings to attend and speak at a general meeting

36 ADJOURNMENT

36 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it

36 2 The Chair may adjourn a general meeting at which a quorum is present if

- (a) the meeting consents to an adjournment, or

- (b) it appears to the Chair that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 36 3 The Chair must adjourn a general meeting if directed to do so by the meeting
- 36 4 When adjourning a general meeting, the Chair must
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 36 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- 36 6 No business may be transacted at an adjourned meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS OR ON WRITTEN RESOLUTIONS

37 Votes of Shareholders

- 37 1 Subject to any rights or restrictions attached to any Shares
 - (a) on a show of hands at a general meeting every Shareholder who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a Shareholder entitled to vote, shall have one vote,
 - (b) on a poll or on a written resolution every Shareholder shall have one vote

38 Voting general

- 38 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles
- 38 2 No resolution shall be passed at a general meeting unless it is passed by at least two thirds of the votes cast by the Shareholders who (being entitled to do so) vote on that resolution either in person or by their duly appointed proxies
- 38 3 No resolution shall be passed as a written resolution unless it is passed by a majority of at least two thirds of the total voting rights of those entitled to vote on the resolution

39 Errors and disputes

39 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

39 2 Any such objection must be referred to the Chair, whose decision is final

40. Poll votes

40 1 A poll on a resolution may be demanded

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

40 2 A poll may be demanded by -

- (a) the Chair,
- (b) the directors,
- (c) two or more persons having the right to vote on the resolution, or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Shareholders having the right to vote on the resolution

40 3 A demand for a poll may be withdrawn if

- (a) the poll has not yet been taken, and
- (b) the Chair consents to the withdrawal

40 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

41 Content of proxy notices

41 1 Proxies may only validly be appointed by a notice in writing (a 'Proxy Notice') which

- (a) states the name and address of the Shareholder appointing the proxy,
- (b) identifies the person appointed to be that Shareholder's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the Shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate

41 2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes

41 3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

41 4 Unless a Proxy Notice indicates otherwise, it must be treated as

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself

42 Delivery of Proxy Notices

42 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person

42 2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given

42 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

42 4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

43. Amendments to resolutions

43 1 A resolution to be proposed at a general meeting may be amended by a resolution passed in accordance with Article 39 2 if -

- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the Chair, materially alter the scope of the resolution

43 2 A special resolution to be proposed at a general meeting may be amended by a resolution passed in accordance with Article 39 2, if -

- (a) the Chair proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

- 43 3 If the Chair, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution

PART 5 - ADMINISTRATIVE ARRANGEMENTS

44 Means of communication to be used

- 44 1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- 44 2 Subject to the Articles, any notice or Document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or Documents for the time being
- 44 3 A director may agree with the Company that notices or Documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

45. Company seals

- 45 1 Any common seal may only be used by the authority of the directors
- 45 2 The directors may decide by what means and in what form any common seal is to be used
- 45 3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 45 4 For the purposes of this Article, an authorised person is
- (a) any director of the Company,
 - (b) the company secretary (if any), or
 - (c) any person authorised by the directors for the purpose of signing Documents to which the common seal is applied

46. Retention of records

- 46 1 In accordance with the requirements of the Act
- (a) the directors shall cause minutes of all proceedings and decisions of the directors whether taken at meetings or otherwise to be recorded and retained by the Company,

(b) the Company shall keep records comprising minutes of all proceedings at general meetings and copies of all resolutions passed otherwise than at general meetings, for a period of at least ten years from the date of resolution, meeting or decision (as appropriate)

47. No right to inspect accounts and other records

47 1 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a Shareholder