

The Companies Act 1985

Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION

of

“OMFICA” LTD.

Company No. 06492107

PRELIMINARY

1. Words and Definitions

The Act	the Companies Act 1985;
Application Form	the application form to be delivered pursuant to the Article 33 to acquire membership status.
these Articles	these Articles of Association as from time to time altered;
Beneficiary	any physical or juridical person who or which is interested in receiving data from the Company’s repository, and have signed appropriate contract;
Board	the board of directors of the Company that consists of all Committee Directors and the attending Founder;
Board Secretary	any physical or juridical entity hired by the Board Decision to perform administrative activities for the Company;
CMID	Committee Members Impeachment Decision – impeachment decision made by CMID Percentage of members of certain committee;

CMID Percentage	a percentage of certain committee members required for making a CMID;
CMMD	Committee Members Majority Decision – a majority decision made by three fourths of voted members of certain committee if the CMMD Percentage is exist;
CMMD Percentage	a percentage of certain committee members required to vote for making a CMMD;
Committee	a group of persons elected among the members by special professional qualification;
Company Secretary	any physical or juridical entity appointed by the Directors to perform any of the duties of the Secretary;
Concepts Knowledge Base - CKB	a database that comprises from existed concepts, their parameters, other related information, and inheritance possibility;
data repository	a data repository of the Company that contains projects' source codes, public web pages' usage statistics, CKB and page templates;
Delegate	a person who is entitled to represent member(s) interests at General Meetings and may exercise the right to vote;
Director	a committee member who is appointed to represent committee members interests at the Board;
Donor	any physical or juridical person who or which donates funds for the Company objects' realization;
Founders	those individuals who have subscribed to these Articles of Association;
attending Founder	a Founder with the highest priority who is eligible to attend the Board;
Founders Priority List	list of the Founders in the priority order of the subscription of this document;
Invitation Card	a card with unique number to be given to authorities for becoming the Company's members without waiting for approval;

Member	any physical person who applies to become, and is accepted as, a member of the Company in accordance with these Articles;
Seal	the Common Seal of the Company;
Sponsor	a juridical person which has signed sponsorship contract with Company;
Working Group	a group of professionals established to implement Company's open source initiatives/projects on such terms as the Board may determine;
Working Group Head	a Technical Committee member appointed to lead certain Working Group;
month	calendar month;
year	calendar year;
in writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 1985 as in force on the date when these articles become binding on the Company.

COMMITTEES

2. Company Committees

- 2.1. There are assumed four committees: Business Committee, Trustees Committee, Technical Committee and Committee.
 - a) Business Committee undertakes the management of the Company's business and marketing strategy.
 - b) Trustees Committee is responsible for the approval of membership applicants as well as for the settlement of beneficiary contracts.
 - c) Technical Committee is constituted from several Working Groups, which are responsible for the Company's open source initiatives/projects.
 - d) Content Committee is constituted from several Working Groups, which are responsible for content database development, especially Content Knowledge Base.
- 2.2. The committee members are elected by CMMD among the Company members with appropriate professional qualification. Each committee members' number is not limited, but it must be more than three.
- 2.3. Committee formation should start as soon as the Company members' number oversteps the limit of 100.000.

3. Committee Members Appointment

- 3.1. The first Committee members/Directors shall be the members who have been invited through special membership Invitation Cards to become Committee members/Directors till completion of their formation.
- 3.2. The committee members are appointed from the candidates by CMMD of corresponding committee.
- 3.3. Candidates shall be nominated among the members, and no person who is not a member of the Company can be appointed as a committee member.

4. Working Groups

- 4.1. Working Groups are being established/dissolved by certain Committee Directors in such way as the Board may determine. Formation/dissolution of Working Groups shall be approved by the Board. Either of them implements certain open source initiative/project of the Company.
- 4.2. Number of Working Groups is not predefined or limited and it is depends on the Company's open source initiatives/projects.
- 4.3. Certain Committee Directors are responsible for its working groups' formation and may appoint one of its members to be responsible for certain Working Group as a Head.
- 4.4. Working Group Head shall be approved/dismissed only by the Board decision according to corresponding Committee Directors suggestion.

5. Committees Proceeding

- 5.1. The Board makes procedural rules for committees which prevail over rules derived from the Articles if they are not consistent with them.
- 5.2. From time to time the Board may alter committee procedural rules in a whole or partly and in such way as Directors think fit.
- 5.3. The Board determines CMID Percentage and CMMD Percentage, and may alter them any time and in such way as the Directors may think fit.

6. Delegation

Committee members delegate Committee Directors who are the members of the same Committee to represent their interests at the Board. Committee Members may revoke any delegation or alter its terms.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' General Authority

Subject to the articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

8. Appointment of Attorney

The Directors may from time to time and at any time by power of attorney or otherwise appoint any person(s), whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as they may think fit.

9. Board

9.1. The first Board shall consist of all Founders who must have all rights and responsibilities of Directors.

9.2. Posterior Board shall comprise form all Directors of four Committees and the attending Founder.

9.3. The Board shall define the date for Directors appointment among the corresponding Committee members not late than within a year after Company incorporation. Theretofore, the Directors shall be the members who are invited to become Committee Directors.

9.4. If the attending Founder is unable to attend the Board Meeting or has announced a self-challenge for some period, the next one from Founders' Priority List shall undertake attending Founder's responsibilities.

DECISION-MAKING BY DIRECTORS

10. Directors To Take Decisions Collectively

The general rule about decision-making by Directors is that any decision of the Directors must be either a unanimous decision or a majority decision.

11. Unanimous Decisions

11.1. The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.

11.2. A unanimous decision may be taken without any discussion between Directors, and may, but need not, take the form of a resolution in writing, copies of which have been signed by each Director.

11.3. In case of any decision concerning alteration of these Articles the unanimous decision is required. In this case the attending Founder has the right of casting vote.

12. Majority Decisions without Directors' Meeting

12.1. This article applies where a majority decision is not taken in a Directors' meeting.

12.2. The Directors take a majority decision if:

- a) a Director has become aware of a matter on which the Directors need to take a decision;
- b) that Director has made the other Directors aware of the matter and the decision;
- c) the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- d) a majority of those Directors vote in favour of a particular decision on that matter.

12.3. But if a Director is aware that consultation with another Director will make it impossible to take a particular decision as soon as the Company's business requires, that Director:

- a) may decide not to communicate with that other Director in relation to that decision before it is taken, but

- b) must communicate the decision not to communicate to all the other Directors as soon as is practicable, explaining the reasons for it.
- 12.4. And if a Director states that he does not wish to discuss or vote on a particular matter, the Directors may choose not to communicate with that Director in relation to decisions to be taken on that matter.
- 12.5. Directors participating in the taking of a majority decision otherwise than at a Directors' meeting may be in different places, and may participate at different times, and may communicate with each other by any means.

13. Convening a Directors' Meeting

- 13.1. The Directors may meet together, and regulate their proceedings, as they think fit. At any time any Director may summon a meeting of the Directors. Reasonable notice of a meeting of Directors must be given to all Directors at least 10 days prior to the day of the meeting. Any Director may waive notice of any meeting and any such waiver may be retroactive.
- 13.2. Notice of a Directors' meeting need not be given in writing, but must be communicated to each Director. Notice of any Directors' meeting must indicate its proposed date, time and subject matter and where it is to take place.
- 13.3. In fixing the date and time of any Directors' meeting, the Director who calls it must try to ensure that as many Directors as practicable are likely to be available to participate in it.
- 13.4. Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice, prospectively or retrospectively.
- 13.5. Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Company with the information necessary to ensure that they receive the notice before the meeting takes place.

14. Quorum for Majority Decisions

- 14.1. No majority decision shall be taken by the Directors unless a quorum participates in the decision-making process.

14.2. The quorum for Directors' decision-making may be fixed from time to time by a decision of the Directors at a specified Board meeting, but it must never be less than three fourths of the total number of Directors, in each case present throughout the meeting. A meeting of the Directors at which a quorum is so present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

14.3. If the total number of Directors for the time being is less than the quorum required for Directors' majority decision-making, the Directors must not take any majority decision other than a decision to appoint further Directors, or to call a general meeting so as to enable the members to appoint further Directors.

15. Chairing of Majority Decision Making Processes

15.1. Board is directed by the Chairman. The Directors shall by simple majority resolution elect from their number a Chairman who shall hold office for twelve months. At the end of each such period of twelve months, the Directors shall elect a new Chairman to hold office for the succeeding period of twelve months. A retiring Chairman may be re-elected as Chairman.

15.2. If no Chairman has been appointed or if, at any meeting of the Directors, the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairman of the meeting.

15.3. The Chairman's appointment is terminated automatically if appropriate Committee makes decision to revoke that Director's powers.

15.4. The Directors may terminate the Chairman's appointment at any time.

16. Casting Vote

16.1. The Directors may make a rule (a "casting vote rule") that if a majority decision is to be taken on a matter, and equal numbers of Directors hold differing views on the matter, the views of the Chairman or some other specified Director shall determine the majority decision which is taken on that matter.

16.2. But a casting vote rule shall not apply if the views of the specified Director are to be disregarded as a result of an actual or potential conflict of interest.

17. Conflicts of Interest

17.1. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for voting or quorum purposes.

17.2. But if the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or conflict of interest arises from a permitted cause, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process, and is entitled to vote on a proposal relating to it.

17.3. For the purposes of this article, the following are permitted causes:

- a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
- b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- c) a contract about benefits for employees and Directors or former employees and Directors of the Company or any of its subsidiaries which does not provide special benefits for Directors or former Directors.

17.4. For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

17.5. If a question arises at a meeting of Directors or of a committee 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 whose ruling in relation to any Director other than the chairman is to be final and conclusive.

18. Records of Decisions To Be Kept

The Directors must ensure that the Company keeps a record, in writing, of every unanimous or majority decision taken by the Directors for at least ten years from the date of the decision recorded in it.

19. Directors' Discretion To Make Further Rules

Subject to the articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT OF DIRECTORS

20. Methods of Appointing Directors

20.1. The Directors should be appointed from the committee members, who are permitted by law to do so, by CMMD of that committee to represent its interests at the Board.

20.2. The appointed Director should sign labour agreement with the attending Founder for an undefined period. The agreement expires as soon as the committee makes decision to revoke that Director's powers.

21. Qualification

Any person who is not appointed as a member of one of three committees shall be never nominated and/or appointed as a Director.

22. Number of Directors

The number of Directors from each of four committees shall be three so that the minimum number of Directors at the Board shall be thirteen including attending Founder.

23. Termination of Director's Appointment

23.1. A person ceases to be a Director as soon as:

- a) that person ceases to be or is prohibited from being a Director by law;
- b) a bankruptcy order is made against that person;

- c) 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;
- d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- e) certain committee makes CMID and thereafter CMMD against that Director.

23.2. CMMD against any Director shall be available only after three months from the date of Director's appointment or impeachment rejection.

24. Directors' Remuneration

24.1. Directors may undertake any services for the Company that the Directors decide.

24.2. Directors are entitled to such remuneration as the Directors determine:

- a) for their services to the Company as Directors, and
- b) for any other service which they undertake for the Company.

24.3. Subject to the articles, a Director's remuneration may:

- a) take any form, and
- b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

24.4. No ordinary remuneration or fees shall be payable to the Directors unless and until determined by special resolution of the Board.

24.5. Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

24.6. Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors of the Company's subsidiaries.

25. Directors' Expenses

The Board may agree to repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or members' meetings or otherwise in connection with the business of the Company.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

26. Admission to Membership

26.1. Any persons who are admitted to membership in accordance with these Articles shall be members of the Company.

26.2. No person shall be admitted as a member of the Company unless he is approved by Trustees Committee as a member of the Company pursuant to this Article 26 and, if that applicant shall have previously ceased to be a member. The Trustees Committee may, in its absolute discretion, refuse to approve an applicant for membership in any such case.

26.3. Every person who wishes to become a member shall submit to the Company an Application Form executed by him.

26.4. The Trustees Committee may, in its absolute discretion, appoint the applicant as a Member of the Company by CMMD considering provided personal info.

27. Cessation of Membership

27.1. Any member may at any time withdraw from the Company by giving notice to that effect to the Company. Any such notice to withdraw shall take effect 14 days after receipt of the notice by the Company. Membership shall not be transferable and shall cease on death, dissolution or insolvency.

27.2. Any member shall also be deemed to have given notice to withdraw from the Company with immediate effect in any of the circumstances listed below:

- a) if a member fails payment of the annual membership fee more than two months after receiving corresponding request;
- b) if a member has materially breached in any way any obligation as to confidentiality set out in the Application Form;
- c) if a member has materially breached the Application Form and fails to remedy the same within 30 days of receiving notice requiring it so to do;
- d) if it leaks out that a member has provided false information in the Application Form;
- e) if a member anyhow threaten the Company's operating and stability.

GENERAL MEETINGS

ORGANISATION OF GENERAL MEETINGS

28. Annual and Extraordinary General Meetings

28.1. An Annual General Meeting shall be held not more than 18 months after the incorporation of the Company and subsequently once in every year, at such time (but not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors.

28.2. All other General Meetings shall be called Extraordinary General Meetings.

29. Attendance and Speaking at General Meetings

29.1. All members except the ones who are appointed as Directors shall be represented by the Proxies at General Meeting in accordance with Article 36.

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

29.3. Two or more Delegates who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at that meeting, they are able to exercise them.

29.4. A Delegate is able to exercise the right to speak at a general meeting when that Delegate is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Delegate has on the business of the meeting.

29.5. 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.

29.6. In making such arrangements, Directors shall have regard to the legitimate interests of the Company and the Delegates attending the meeting in the efficient despatch of the business of the meeting.

30. Quorum for General Meetings

30.1. No business other than the appointment of a chairman shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.

30.2. The quorum for general meetings is as provided under the Companies Acts.

31. Chairing of General Meetings

31.1. The Chairman of the Directors shall preside as chairman at a General Meeting. If there is no such Chairman or if, at any meeting, he is not present within ten minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their numbers to be chairman of the meeting.

31.2. The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

32. Adjournment

32.1. If within thirty minutes from the time appointed for a General Meeting (or such longer interval as the chairman of the meeting may think fit to wait) a quorum is not present

the meeting shall be adjourned to such other day and such time and place as the chairman of the meeting may determine.

- 32.2. The chairman of any General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to another time and another place. No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned indefinitely, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for 14 days or more or indefinitely, at least seven days' notice of the adjourned meeting shall be given in the same manner as the notice for the original meeting.

VOTING AT GENERAL MEETINGS

33. Voting

- 33.1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is taken on it in accordance with the articles.
- 33.2. Subject as provided in these Articles, on a show of hands or on a poll every Delegate shall have one vote.
- 33.3. If equal numbers of votes are cast for and against a resolution, whether on a show of hands or on a poll, the chairman of the meeting has a casting vote in addition to any other votes he is otherwise entitled to cast on that resolution.

34. Errors and Disputes

- 34.1. 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.
- 34.2. Any such objection must be referred to the chairman of the meeting whose decision is final and binding.
- 34.3. No member shall, unless the Board otherwise determine, be entitled to vote either personally or by proxy at a general meeting or to exercise any other right conferred by

membership if any moneys payable by such member to the Company shall be more than two months in arrears.

35. Poll Votes

35.1. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the chairman of the meeting; the Directors; two or more persons having the right to vote on the resolution.

35.2. 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.

35.3. A demand for a poll may be withdrawn if the poll has not yet been taken, and the chairman of the meeting consents to the withdrawal.

35.4. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

36. Proxies

36.1. Subject as set out in these Articles, any member of the Company may appoint another member as its proxy to attend and, on a poll, to vote instead of him at General Meetings. A proxy need to be one of the Directors of the Company.

36.2. For each of the Company members the proxy shall be appointed randomly in a following way:

- a) if the member is also a committee member then one of that committee Directors shall be that member's proxy;
- b) if the member is not s committee member then one of the Trustees Committee Directors shall be appointed to be that member's proxy.

37. Amendments to Resolutions

37.1. An ordinary resolution may be amended 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 48 hours before the meeting is to take place (or at such other time as the chairman of the meeting may direct), and
- b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

37.2. A special resolution may be amended by ordinary resolution, if:

- a) the chairman of the meeting 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 an obvious error in the resolution.

37.3. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

THIRD PARTIES

38. Beneficiaries

38.1. Beneficiaries are those who or which are interested in the Company's data repository and wish to use them for commercial or non-commercial purposes.

38.2. In order to become the Company's Beneficiary the person or company should sign corresponding agreement with the Company.

38.3. Any beneficiary contract shall be approved doubly: by CMMD of Trustees Committee, and finally approved by three fourths majority decision of the Board.

38.4. If the Trustees Committee makes CMID and thereafter CMMD against any current beneficiary contract, the contract termination shall be offered. The beneficiary contract termination should be finally approved by three fourths majority decision of the Board only.

39. Donors

- 39.1. Donors are physical or juridical persons who support the Company financially. They may make cash donations without return consideration.
- 39.2. If the donation size oversteps the limit of 100,000 US dollars, it should be admitted by three fourths majority decision of the Directors.
- 39.3. All donations shall be published on the official web site of the Company.

40. Sponsors

- 40.1. Sponsors are juridical persons who have signed sponsorship contract with the Company.
- 40.2. All sponsorship contracts should be admitted by three fourths majority decision of the Board. Directors may determine sponsorship categories in such way and on such terms as they may think fit.

ADMINISTRATIVE ARRANGEMENTS

41. Means of Communication To Be Used

- 41.1. Subject to the articles:
- a) 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 to be sent or supplied by or to the Company for the purposes of the Companies Acts, and
 - b) 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.

41.2. 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.

42. Addresses and Other Contact Details

42.1. Anything sent to a member under the articles may be sent to that member's address as registered in the register of members, unless:

- a) the member and the Company have agreed that another means of communication is to be used, and
- b) the member has supplied the Company with the information it needs in order to be able to use that other means of communication.

42.2. Any notice or document sent to a Director may be sent to that Director's address as registered in the register of Directors, unless:

- a) the Director and the Company have agreed that another means of communication is to be used, and
- b) the Director has supplied the Company with the information it needs in order to be able to use that other means of communication.

43. Company Seals

43.1. If the Company has a common seal and it is affixed to a document, the document must also be signed by one authorised person in the presence of a witness who attests the signature.

43.2. For the purposes of this article, an authorised person is:

- a) any Director of the Company;
- b) any other person authorised by the Directors for the purpose of signing documents to which a Company seal is applied.

43.3. If the Company has an official seal for use abroad, it may only be affixed to a document if its use on that document, or documents of a class to which it belongs, has been authorised by a decision of the Directors.

43.4. If the Company has a securities seal, it may only be affixed to securities by an authorised person.

43.5. For the purposes of the articles, references to the securities seal being affixed to any document include the reproduction of the image of that seal on or in a document by any mechanical or electronic means which has been approved by the Directors in relation to that document or documents of a class to which it belongs.

44. Board Secretary

44.1. The Board Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. An entity that is appointed to be the Board Secretary should sign appropriate contract with attending Founder.

44.2. In case of physical person, the Board Secretary need not be a member of the Company.

44.3. Board Secretary or eligible representative can attend at all General Meetings, but should not have the right to speak or vote at the meeting.

44.4. Board Secretary shall be responsible for the daily management of the Company. His/her duties are:

- a) submitting monthly report to the Board on the Company's operating;
- b) provide the Board with information on members who anyhow threaten the Company's operating and stability;
- c) arrangement of the Company's daily works;
- d) other administrative duties determined by the Board.

45. Company Secretary

45.1. The Company Secretary shall be appointed by the Directors on such terms and for such period as they may think fit.

45.2. Any Company Secretary so appointed may at any time be removed from office by the Directors, but any such removal shall not, of itself, limit or restrict any claim for damages which he may have for breach of any contract of service between him and the Company.

46. Accounts

46.1. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Statutes shall be kept at such place as the Directors think fit. Such records shall always be open to inspection by the officers of the Company but no member of the Company or other person shall have any right of inspecting any account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Directors.

46.2. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company and at least 21 days before the date of the meeting be published on the web page of the Company.

47. Official Web Site

47.1. The first page of the Company's web site should contain an evident link to Founders' Open Letter.