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**The Insolvency Act 1986 and Companies Act 1985**

**Connexions Herefordshire and Worcestershire**

**Company Limited by Guarantee**

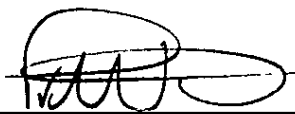
**SPECIAL RESOLUTIONS**

(Pursuant to Section 283(1) of the Companies Act 2006 and 84(1)(b) of the Insolvency Act 1986)

At a General Meeting of the Members of the above named Company, duly convened and held at 11 00 a m on 31 March 2010 at The Leadership Trust, Weston-under-Penyard, Ross-on-Wye, HR9 7YH, the following resolutions were duly passed, as special resolutions

- 1 That the Company be wound up voluntarily and that Andrew Appleyard of RSM Tenon, 6<sup>th</sup> Floor, The White House, 111 New Street, Birmingham, B2 4EU be and he is hereby appointed Liquidator for the purposes of such winding up
- 2 That any assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways,
  - a By transfer to Worcestershire County Council or the County of Herefordshire District Council (notwithstanding that both are Members of the Company) for purposes that fall within the Objects and
  - b That the proportion to be applied shall be that, by fair value, the residual assets shall be distributed 74% to Worcestershire County Council and 26% to Herefordshire District Council
  - c Distributions may be made in cash or in specie with the fair value valuation of any assets distributed in specie being determined by an independent valuation to be obtained by the Liquidator

Signed



Mr P Winter - Director



Presented for filing by -

RSM Tenon, 6<sup>th</sup> Floor, The White House, 111 New Street, Birmingham, B2 4EU

Presenter's reference - AA/TCS/Connexions/2