

COMPANY NUMBER 05875850  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION  
OF  
THE NATIONWIDE COMMUNITY LEARNING PARTNERSHIP LIMITED

At an Extraordinary General Meeting of the above named company duly convened and held at Prospect House, C4 Brunel Court, Waterwells Business Park, Gloucester at 2pm on Monday 9<sup>th</sup> January 2012 the following Special Resolution was duly passed

1, That the Articles of Association of the company be and are altered by the inclusion of the following article as No 73.

INCOME AND PROPERTY

73, The income and property of the company shall be applied solely towards the promotion of its objectives as set forth in this Memorandum of Company and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company

The above resolution was passed unanimously



SIGNED DIRECTOR/SECRETARY

09/01/2012

FRIDAY



\*A10FPU4P\*

A41

13/01/2012

#186

COMPANIES HOUSE

69 A member present, either in person or by proxy, 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

70. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent

#### INDEMNITY

71. 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 of the company shall be indemnified out of the assets of the company against-

- (a) 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; and
- (b) all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office

#### SINGLE-MEMBER COMPANY

72 If, and for so long as, the company has only one member, the following provisions shall apply-

- (a) one person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and article 8 shall be modified accordingly and article 9 shall not have effect,
- (b) the sole member of the company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and article 10 shall be modified accordingly),
- (c) a proxy for the sole member of the Company may vote on a show of hands and article 22 shall be modified accordingly; and
- (d) all other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member

#### INCOME AND PROPERTY

73, The income and property of the company shall be applied solely towards the promotion of its objectives as set forth in this Memorandum of Company and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company