## Company Number 06041666

The Companies act 1985
Company limited by Shares
Ordinary Resolution
Of
CL Management Solutions Limited



At a General Meeting of the above named Company duly convened and held at The Manor Hinton in the Hedges Brackley NN13 5NE on the 29<sup>th</sup> March 2007 the following resolution was duly passed

"that the Company shall file an Appendix to its Memorandum and Articles of Association as set out below:

## APPENDIX TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF CL MANAGEMENT SOLUTIONS LIMITED COMPANY NUMBER 6041666

The provisions set out in this Appendix shall be read and construed as being in addition to the terms set forth in the Memorandum of Association and the Articles of Association of the Company unless they shall in any way conflict with those terms in which case these provisions shall prevail

### **Definitions**

"AJA" means Administration of Justice Act 1985 or any modification or re-enactment for the time being in force

"member" means a person whose name is entered in the Company's register of members

"the Rules" means Solicitors Incorporated practice Rules 2004 or any modification or re-enactment for the time being in force

"solicitor" means a person qualified to act as a solicitor under section 1 Solicitors Act 1974 or any modification or re-enactment for the time being in force

## **Memorandum of Association**

To carry on business consisting of the provision of professional services such as are provided by individuals practising as solicitors

### **Articles of Association**

The following shall not apply to prevent appropriate steps being taken to appoint a new or replacement Director in order to comply with Rule 7(2) or (3):

the requirement in Regulation 38 of Table A to give 21 clear days' notice of an extraordinary general meeting to appoint a Director;

the quorum for a meeting of the directors fixed by or under Regulation 89 of Table A; the requirement in Regulation 111 of Table A for the notice calling a general meeting to be in writing

No person shall be a member of the company unless he is a solicitor.

A member shall not hold a share for another person save as permitted by the Rules. A member shall not create any charge or other third party interest (save as permitted by the Rules) over any share.

A member shall disclose to the Company in writing the nature and extent of any interests in shares registered in his name and the persons by whom such interests are held and any change in the nature and extent of such interests or in the identity of the persons by whom such interests are held forthwith on the creation of or the change in the interest concerned.

The Company may require a member to furnish any information document or other matter which the Directors may think necessary for the purpose of enabling the Company to comply with the Rules and the member shall furnish the information document or other matter required within such period as may be determined by the Directors.

The management of the Company and the allotment issue holding transfer and transmission of all shares in the capital of the Company shall be subject to the Rules and nothing in the regulations of the Company shall be construed as authorising any breach of the Rules or any rules principles or requirements of conduct applicable to recognised bodies by virtue of the Rules or Section 9 of the AJA

In the event that a Member holds any Shares or a beneficial owner has an interest in any Shares in the Company in such circumstances that the Rules are broken the Directors may at any time resolve that the member holding the Shares concerned shall be deemed to have given a Transfer Notice in respect of such Shares. Notice of the passing of such resolution shall forthwith be given to the member affected thereby. Such Transfer Notice shall not in any circumstances be capable of revocation

A member shall not tender a vote in breach of the Rules and any vote so tendered shall not be accepted

For the purpose of attending and voting at meetings a member shall not appoint any person as a proxy or corporate representative contrary to the Rules

No person shall be appointed or re-appointed or act as a Director unless he is a solicitor

The office of a Director shall forthwith be vacated if in the case of a solicitor he ceases to be qualified to act as a solicitor under Section1 of the Solicitors Act 1974"

Directo

Date Date

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