

Number of
Company: 168554

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

of

PATHS FOR ALL PARTNERSHIP

(Pursuant to Section 378 of the Companies Act 1985)

Passed on 3rd September, 1997

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 12 Hope Terrace, Edinburgh on the Third day of September, 1997 the subjoined SPECIAL RESOLUTIONS were duly passed viz:

RESOLUTIONS

1. THAT the Articles of Association of the Company be altered as follows:-
 - (a) by renumbering Article 33(a) as 33(a)(i);
 - (b) by adding a new Article 33(a)(ii) as follows:-

"Scottish Enterprise shall have the right to appoint at any time one person to be a Director of the Company and to remove from office any director so appointed by that body. Any such appointment or removal shall be in writing served on the Company, signed by a person duly authorised for such purpose by such body and shall take immediate effect.";
 - (c) by adding the words "and Scottish Enterprise" after the words "excluding the two Founder Members" where they occur in Article 33(b);
 - (d) by substituting the word "four" for the word "five" in Article 33(b);



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M.M.

- (e) by adding the word "and" immediately after the words "land owning and management" in Article 33(b);
- (f) by deleting "and one director shall have an interest and involvement in the Enterprise Company Network" from Article 33(b);

2. That the Articles of Association of the Company be altered as follows:-

by deleting "and" in the phrase "Articles 33(a) and 33(b)" in Article 34 and substituting a comma and by adding the words "and 33(c)" to the end of the said phrase as altered and also immediately after the words "Article 33(a)" where they occur elsewhere in Article 34.

Signature Magnus Magnusson

Chairman.