

The Companies Acts 1985 and 1989

Company Limited by Guarantee

SPECIAL RESOLUTIONS

of

Connexions Staffordshire Limited

Company number 04355170

Dated 28 September 2009

SATURDAY



1. That article 3 of the Articles of Association is amended, by the removal of the last sentence, to read as follows:

"The Company is established for the purposes expressed in its Memorandum of Association. The membership of the company shall comprise not more than eighteen persons appointed by the Directors under Article 4."

This resolution was passed : For : 10 (ten) , Against 0 (nil)

2. That article 39 of the Articles of Association is amended, by removal of the first sentence, to read as follows:

"Any provision of the Acts which, subject to the provisions of these Articles, would have the effect of rendering any person ineligible for appointment as a Director, liable to vacate office as a Director on account of having reached any specified age or requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company."

This resolution was passed : For : 10 (ten) , Against 0 (nil)

3. That article 42 of the Articles of Association is amended by the deletion of article 42(E) and the re-numbering of the current articles 42(F), 42(G) and 42(H) as 42(E), 42(F) and 42(G) respectively.

This resolution was passed : For : 10 (ten) , Against 0 (nil)

4. That articles 43, 44 and 45 are deleted and replaced with the following articles 43, 44, 45 and 46:

“43 Save for the provisions of Article 45, all directors of the Company are to be appointed only by either of Staffordshire County Council and Stoke-On-Trent City Council in equal proportion so that the board of directors of the Company has, at any one time, an equal number of directors appointed by each of the two local authorities.

44 Staffordshire County Council and Stoke-On-Trent City Council may also remove the directors of the Company but each of Staffordshire County Council and Stoke-On-Trent City Council may only remove directors whom that particular local authority has itself appointed and may not remove any director appointed by the other local authority.

45 In the event of a director being removed by either of Staffordshire County Council and Stoke-On-Trent City Council, or a director being dismissed, resigning or for any other reason being unable to hold office as a director of the Company, the remaining directors of the Company may, if they deem it necessary and in the best interest of the Company, appoint a director to fill the casual vacancy until such time as either of Staffordshire County Council and Stoke-On-Trent City Council appoint an alternative director.

46 *Upon the appointment of such an alternative director by either of Staffordshire County Council and Stoke-On-Trent City Council, the director appointed by the board of directors to fill the casual vacancy pursuant to Article 45 may be removed by either of Staffordshire County Council and Stoke-On-Trent City Council or, alternatively, his appointment may be ratified and approved by either of Staffordshire County Council and Stoke-On-Trent City Council at which time he or she is to be considered to have been duly appointed by either of Staffordshire County Council and Stoke-On-Trent City Council for the purposes of Articles 43 and 44."*

This resolution was passed : For : 10 (ten) , Against 0 (nil)

BY ORDER OF THE SECRETARY