

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

ILEX PROFESSIONAL STANDARDS LIMITED

1. TABLE A

The Company is a private company and, subject as hereinafter provided and except where the same are varied or excluded by or are inconsistent with these Articles, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052), the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No. 2541) and the Companies (Tables A to F) (Amendment) (No2) Regulations 2007 (SI 2007 No. 2826) so far as it relates to private companies limited by shares (such Table being hereinafter called "**Table A**") shall apply to the Company and shall be deemed to form part of these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.

2. INTERPRETATION

2.1 In these Articles unless the context otherwise requires:

"the 1985 Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;

"the 2006 Act" means the Companies Act 2006 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"Director" means a director of the Company;

"the Board" or "the Directors" means the board of directors of the Company or a duly authorised committee thereof or the directors present at a meeting of the board of directors of the Company or a duly authorised committee thereof, in each case at which a quorum is present;

"Member" means a member of the Company;

"paid up" means paid up or credited as paid up;

2.2 References in Table A and in these Articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.

2.3 Save as expressly provided in these Articles, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

3. **SHARE CAPITAL**

3.1 Pursuant to Section 91 of the 1985 Act, sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of the 1985 Act shall be excluded from applying to the Company.

3.2 Unless otherwise determined by the Company by Special Resolution, any shares for the time being unissued shall, before they are issued, be offered to the existing holders of shares in proportion, as nearly as may be practicable, to the number of existing shares held by them respectively. Such offer shall be made by notice in writing to each such holder specifying the number of shares offered to him and the subscription price therefor and inviting him to state in writing within such period as the Board may prescribe (being not less than fourteen days after the date of the notice) whether he wishes to accept any, and if so what number, of shares offered to him and whether he wishes to subscribe for shares in excess of his entitlement and, if so, what maximum number. If within such period, such holders have expressed their willingness to accept all or any of the Shares offered to them, such shares shall be so issued to them accordingly. Any Shares so offered to any such holder and not taken up within such period shall be issued to those holders who have taken up their full entitlement of shares and who have indicated a willingness to subscribe. Any shares not taken up pursuant to such offer as aforesaid and any shares released from the provisions of this Article by any such Special Resolution shall be under the control of the Board who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as it thinks fit provided that in the case of any shares not disposed of pursuant to such offer as aforesaid, such shares shall not be disposed of on terms more favourable to the subscribers therefor than the terms on which they were offered to the Company's existing Members. The foregoing provisions of this paragraph shall have effect subject to Section 80 of the 1985 Act and also the preceding provisions of this Article.

4. CALLS ON SHARES AND FORFEITURE

The liability of any Member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and the powers conferred on the Board by Regulation 18 and the provisions of Regulation 21 shall be extended accordingly.

5. TRANSFER AND TRANSMISSION OF SHARES

5.1 The Directors shall have absolute discretion to refuse to register the transfer of any share.

5.2 No share shall be transferred to any infant, bankrupt or person of unsound mind.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 Regulation 40 shall apply to the Company but with the addition of the words "at the time when the meeting proceeds to business" at the end of the first sentence thereof.

6.2 If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.

6.3 A poll may be demanded at any general meeting by the Chairman or by any Member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

6.4 In the case of a corporation, the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of passing resolutions in writing pursuant to sections 288-300 of the 2006 Act.

7. VOTES OF MEMBERS

Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative, shall have one vote, and on a poll every Member who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every share in the capital of the Company of which he is the holder. Regulation 54 shall not apply to the Company.

8. NUMBER OF DIRECTORS

The minimum number of Directors is two and, unless otherwise determined by ordinary resolution, the maximum number of Directors shall be seven.

9. APPOINTMENT OF DIRECTORS AND ALTERNATE DIRECTORS

9.1 No Director or Council Member of the Institute of Legal Executives (Company Number: 00235139) ("**ILEX**") may be appointed as a Director of the Company.

9.2 No Director may appoint any other Director, or any other person to be an alternate Director and Regulations 65-69 inclusive shall not apply.

10. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a Director shall be vacated:

10.1 if he ceases to be a Director by virtue of any provision of the 1985 Act or of these Articles or of any resolution passed pursuant to any such provision;

10.2 if he becomes bankrupt or enters into any arrangement or composition with his creditors generally;

10.3 if he becomes prohibited by law from being a Director;

10.4 if he resigns his office by notice in writing to the Company delivered to the Company at its registered office or tendered at a meeting of the directors;

10.5 if he shall have been absent without permission of the directors from meetings of the Directors held during a period of six successive months and the Directors resolve that his office be vacated;

10.6 if in the opinion of all the other Directors he either becomes incapable by reason of mental disorder of carrying out his duties as a Director or engages in activities inconsistent with those duties;

and Regulation 81 shall not apply to the Company.

11. DIRECTORS' REMUNERATION AND EXPENSES

11.1 The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in general meeting. Unless and until so determined, remuneration shall be at such rate as the Board shall from time to time determine. Such remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. The end of the first

sentence of Regulation 66 shall be modified accordingly and Regulations 82 and 83 shall not apply to the Company.

12. DIRECTORS' INTERESTS

12.1 Subject to written consent from the Members, a Director:

12.1.1 may not be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;

12.1.2 may not be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested;

12.1.3 may not, or any firm or company of which he is a member or director may not, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

12.1.4 shall, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and any such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

12.2 For the purposes of these Articles:

12.2.1 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

12.2.2 an interest of a person who is, for any purpose of the 1985 Act (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director. Regulations 85 and 86 shall not apply to the Company.

13. PROCEEDINGS OF DIRECTORS

13.1 The quorum for the transaction of the business of the Directors is two except when there is only one Director. When there is only one Director, he may exercise all the powers conferred on Directors by these Articles. Regulation 89 shall not apply.

13.2 A Director may participate in a meeting of the Directors or of a committee of which he is a member by conference telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other at the same time. Participation in a meeting in this manner is treated as presence in person at the meeting.

13.3 The President for the time being of ILEX shall be entitled to receive notice of, attend and address any meeting of the Directors, but shall have no vote.

13.4 Regulation 88 is amended:

13.4.1 by replacing “It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.” with:

“A Director who is or is intending to be absent from the United Kingdom may request the secretary to give him notice of meetings at an address provided by him for that purpose. Notices of meetings of the Directors shall be sent to him at that address but, if he does not provide an address, it shall not be necessary to give notice of meetings to him while he is absent from the United Kingdom. The notice calling a meeting of the directors need not be in writing.”; and

13.4.2 by deleting the last sentence.

14. **THE SEAL**

14.1 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 shall not apply to the Company.

14.2 The Company may exercise the powers conferred by Section 39 of the 1985 Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

15. **INDEMNITY**

15.1 Subject to the provisions of the 1985 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 all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or in relation thereto including 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 the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part 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. Regulation 118 shall not apply to the Company.

15.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the 1985 Act.

**Name, Address and Description
of Subscriber**

**Number of Shares taken
by Subscriber**

One

.....
for and on behalf of
**THE INSTITUTE OF LEGAL
EXECUTIVES**

Dated: 2008

Witness to above signatures:

Witness' name:

Witness' occupation:

Witness' address: