



CILEX Level 6 Single Subject Certificate/CILEX Level 6 Professional Higher Diploma in Law and Practice/CILEX Level 6 Graduate Fast-Track Diploma

Unit 16 – The Practice of Company and Partnership Law

Case study materials

June 2026

Information for candidates

- You should familiarise yourself with these case study materials before the examination, taking time to consider the themes raised in the materials.
- You should consider the way in which your knowledge and understanding relate to these materials.
- In the examination, you will be presented with a set of questions which will relate to these materials.
- You may discuss these materials with your tutor(s).

Instructions and information to candidates during the examination

- You are allowed to take your own clean/unannotated copy of this document into the examination. Alternatively, you can access the electronic version of this document in the examination.
- You are allowed to take your own unmarked copy of the following designated statute book into the examination: ***Blackstone's Statutes on Company Law, 28th edition, Derek French, Oxford University Press, 2024***
- You must comply with the CILEX Exam Regulations – Online Exams at Accredited Centres/CILEX Exam Regulations – Online Exams with Remote Invigilation.

CASE STUDY MATERIALS

ADVANCE INSTRUCTIONS TO CANDIDATES

You are a trainee lawyer working in the corporate department of Kempstons Solicitors LLP, The Manor House, Bedford, MK42 7AB.

You arrive at work to find the following documents on your desk awaiting your attention, including an email from your supervising partner, David Harrison.

DOCUMENT 1: Email to Trainee Lawyer from David Harrison (All files)

DOCUMENT 2: File note (File: Amira Noor: The Artisan Bakery)

DOCUMENT 3: Notice of General Meeting – GreenTech Solutions Limited (File: GreenTech Solutions Limited)

DOCUMENT 4: Company Search – GreenTech Solutions Limited (File: GreenTech Solutions Limited)

DOCUMENT 5: Company Search – Urban Threads Limited (File: Urban Threads Limited)

EMAIL TO TRAINEE LAWYER FROM DAVID HARRISON (ALL FILES)

To: Trainee Lawyer

From: David Harrison

Date: [Today's date]

Matters: Various

I have four matters I would like you to assist me with. I set out some background information below.

1. Amira Noor: The Artisan Kitchen

Yesterday, I met a new client called Amira Noor. In 2023, she set up a bakery business with Lewis Ford and Tom Newton called The Artisan Kitchen. She telephoned the office yesterday and left some key details about the partners, the business and the issues she would like to discuss. A file note was made of these points, which you can find at **Document 2**.

2. GreenTech Solutions Limited

Reena Jadav, a director of an existing client GreenTech Solutions Ltd ('GreenTech'), has contacted us to discuss some issues that GreenTech is facing. It is a private company that develops sustainable energy products. It was incorporated in 2023 by founders Reena Jadav and Jack Willis, who are also the only directors.

The following issues have now arisen:

- An investor, Omega Finance Ltd has approached Reena and offered to invest in the company to fund a new battery technology project.
- Jack objects to the project and claims an outside investor will dilute his holding and that he was not properly consulted. He is refusing to attend all board and general meetings.

Reena has used a Gen AI tool to produce a notice of general meeting (the 'Notice') at which she plans to propose shareholder resolutions to allot new shares to Omega Finance Limited. **Document 3** is a copy of the Notice.

I have also attached the most recent company search report for GreenTech (**Document 4**).

3. Urban Threads Limited

Urban Threads Ltd ('Urban Threads') is an existing client of the firm. It operates a clothing manufacturing business based in Milton Keynes. Urban Threads has built a strong reputation for specific clothing that appeals to snow and ocean sports enthusiasts, and it has a strong customer base in the South of England and Northern Europe.

CASE STUDY MATERIALS

Shareholders and Directors:

- Maya Haverty 25% shareholding, Joint Managing Director
- Felix Simmons 25% shareholding, Operations Director
- Priya Singh 25% shareholding, Finance Director
- Alex Marston 25% shareholding, Joint Managing Director

In March 2024, Urban Threads expanded its outlets in Northern Europe. To finance the expansion, it borrowed £100,000 from BankVorp Plc. In November last year, Urban Threads faced minor cash-flow issues, which meant that it had to borrow more money. It borrowed £20,000 from Quick Loan Limited and £10,000 from Felix Simmons. It also sold two company-owned cars to Priya for much less than their market value.

Urban Threads is now facing serious cash-flow issues due to a cancelled international order. Felix wants Urban Threads to borrow more money to meet the current cash-flow concerns but Priya warns that the company already has high borrowings and has granted charges over its assets to two of its lenders. She is also concerned that Urban Threads may be insolvent or facing insolvency on a cash-flow basis imminently.

Creditors have started threatening winding-up proceedings.

I have attached the most recent company search report for Urban Threads, which sets out details of the charges Urban Threads has granted (**Document 5**).

4. Emma Lawson and Raj Patel: Summit Adventures Limited

Emma and Raj are clients to the firm. They are considering starting a business together called Summit Adventures, which offers outdoor physical training.

Emma and Raj have suppliers available for some equipment and a location to use, and have already been approached by two schools regarding after-school provision. Emma and Raj plan to enter into contracts with these suppliers and customers as soon as possible.

They are considering whether to operate as a general partnership or incorporate a private limited company. They expect moderate profits initially but anticipate growth based on a solid business plan, which has been approved by their chosen bank. The bank is potentially interested in providing debt financing in the future but Emma and Raj are also exploring other forms of outside investment.

Emma has just bought her first home and is primarily concerned about any personal liability she may incur by owning her own business.

CASE STUDY MATERIALS

DOCUMENT 2

FILE NOTE (FILE: AMIRA NOOR: THE ARTISAN BAKERY)

Date: Yesterday's date
Client: Amira Noor: The Artisan Bakery
New/Existing: New
Matter number: 001225/01

Amira, Tom and Lewis began trading in 2023 without a partnership agreement. Amira contributed 90% of the capital; Lewis and Tom contributed 5% each.

Amira and Lewis bake the goods and manage daily operations, and Tom handles accounts and marketing.

The partners have small business loans, outstanding supplier debts and shared equipment bought through joint funds.

The business has grown well since it opened but Amira says that disagreements have recently emerged regarding the direction of growth for the business.

Amira believes that the bakery should grow by opening another shop in the next village. Her cousin has capital to invest and is a talented baker. Amira wants to admit her cousin as a new partner.

Lewis wishes to expand the scope of the business so as to include catering services.

Tom objects to both plans due to financial risks and would prefer the business to carry on as it currently is. If he is outvoted, he wants to leave the business.

Amira insists that if Tom leaves, he should not be entitled to any share of the goodwill; Lewis disagrees.

NOTICE OF GENERAL MEETING – GREENTECH SOLUTIONS LIMITED (FILE: GREENTECH SOLUTIONS LIMITED)

GreenTech Solutions Limited
(the “Company”)

Company Number: 11596326

Incorporated in England and Wales in 2023

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of GreenTech Solutions Limited will be held at The Green House, The Common, Matlock, DE4 5BH on *[date that is 7 days after the date of this notice]* at 9 a.m. for the purpose of considering and, if thought fit, passing an ordinary resolution of the Company.

NOTES

1. Shareholders Entitled to Attend

- Reena Jadav
- Jack Willis

2. Proxies

A shareholder entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote on their behalf. A proxy need not be a shareholder of the Company. Proxy forms (if used) should be returned to the Company at its registered office no later than *[insert deadline]*.

3. Quorum

The quorum for the meeting shall be as specified in the Company’s articles of association.

BY ORDER OF THE BOARD

Reena Jadav

Name: Reena Jadav

Director

Date: [insert date of notice]

DOCUMENT 4

COMPANY SEARCH – GREENTECH SOLUTIONS LIMITED (FILE: GREENTECH SOLUTIONS LIMITED)

Name of Company		GreenTech Solutions Limited	
Company Number		11596326	
Company Type		Private company limited by shares	
Date of Incorporation		16 June 2023	
Previous Names		None	
Registered Office		The Green House, The Common, Matlock, DE4 5BH	
Accounting Reference Date		30 September	
Current Directors and Secretary		Directors	Secretary
		Reena Jadav Jack Willis	None
Share Capital	Issued	Class	Amount paid up
	£10,000	Ordinary £1	£1 per share
Shareholders	Name	Class	No. of shares
	Reena Jadav	Ordinary £1	9,000
	Jack Willis		1,000
Undischarged Mortgages or Charges			
Chargee	Date of charge	Amount Secured	Description of Charge (including assets secured and whether there is a negative pledge)
None			None
Memorandum of Association			
Standard, unamended			
Articles of Association			
Model Articles for private companies limited by shares.		Unamended	
Unusual documents		Yes/No	(Include copies)
Appointment of receiver/administrator/winding-up order		NO	
Report completed by:		CoSec	Date: [Today's date]

COMPANY SEARCH – URBAN THREADS LIMITED (FILE: URBAN THREADS LIMITED)

Name of Company		Urban Threads Limited	
Company Number		10265945	
Company Type		Private company limited by shares	
Date of Incorporation		8 May 2004	
Previous Names		None	
Registered Office		The Maltings, Bradwell Common, Milton Keynes, MK5 OBK	
Accounting Reference Date		31 January	
Current Directors and Secretary		Directors	Secretary
		Maya Haverty Felix Simmons Priya Singh Alex Marston	None
Share Capital	Issued	Class	Amount paid up
	£20,000	Ordinary £1	£1 per share
Shareholders	Name	Class	No. of shares
	Maya Haverty	Ordinary £1	5,000
	Felix Simmons		5,000
	Priya Singh		5,000
	Alex Marston		5,000
Undischarged Mortgages or Charges			
Chargee	Date of charge	Amount Secured	Description of Charge
BankVorp Plc	01.03.2024	£100,000	Fixed and floating charges over all assets
QuickLoan Ltd	05.11.2025	£20,000	Floating Charge over stock
Memorandum of Association			
Standard, unamended			
Articles of Association			
Model Articles for private companies limited by shares.		Unamended	
Unusual documents		Yes/No	(Include copies)
Appointment of receiver/administrator/winding-up order		NO	
Report completed by:		CoSec	Date: [Today's date]

End of the case study materials

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