

**MINUTES OF THE GENERAL MEETING OF THE SHAREHOLDERS OF  
THE ST.GEORGE LIBERAL CLUB COMPANY LIMITED  
COMPANY NUMBER: 00052614**

**HELD AT KESTREL COURT, HARBOUR ROAD, PORTISHEAD, BRISTOL, BS20 7AN  
ON THURSDAY 28 JULY 2022 AT 2:30 PM**

**Present:** Robert Stone, Director – Chairman;  
Shareholders present in person or by proxy as per the attached schedule.

**In Attendance:** Simon Barriball, McAlister & Co Insolvency Practitioners Limited – the nominated  
Joint Liquidator;  
Huw Jones, McAlister & Co Insolvency Practitioners Limited;

The Chairman stated for the record that this was a General Meeting ("Meeting") of the Shareholders of The St.George Liberal Club Company Limited ("the Company"). The formal Notice convening the Meeting was read. The Chairman noted that the only Shareholder present was Mr Robert Stone (Junior), in his capacity as the Trustee of the St. George Liberal Social Club, the holder of 95 shares

**Chairman's statement**

The Chairman explained the reasons for the proposed liquidation of the Company.

The Chairman advised the meeting that as far as could be determined the subscriber members, on incorporation, had adopted the regulations set out in Table A to the Companies Act 1862. Under those regulations it was noted that the required quorum for a validly held general meeting was 16 shareholders, based on a total membership of approximately 80 (CA1862: Table A – Reg 37).

The Chairman further stated that the background to the management of the Company's affairs together with the status and maintenance of the Company's Share register was as set out in the letter sent to Shareholders with the formal Notice of the Meeting dated 6 July 2022. It had previously been determined that all of the shareholders, except for those held by the Social Club, were deceased and their shares are not recorded to have been transferred to a beneficiary in the Company's records. An advertisement had also been placed in the Bristol Post on 12 July 2022 requesting interested parties to come forward. The Chairman advised that there had been a small number of responses from unconnected parties but, at the date of the Meeting, no further living Shareholders or their beneficiaries or heirs, had been identified.

Despite this, and based on legal advice, it was determined that the General Meeting proceed as if quorate and that the resolutions proposed be put to the meeting, albeit that the required majorities of 75% and 50% for special and ordinary resolutions respectively cannot be achieved

It was noted that the nominated Joint Liquidators, based on legal advice, will make an application to the Court following this General Meeting:

1. To seek ratification of the actions taken by the Director prior to liquidation;
2. To seek ratification of the resolutions made by Shareholders present at the Meeting as there were insufficient present to pass the Special Resolutions, in particular to place the Company into liquidation, and the Ordinary Resolutions;
3. To seek directions as to how the Joint Liquidators should conduct further research to identify eligible parties to participate in the capital distribution of the Company's assets

*just*

The Chairman also stated that:

- The Director's powers would cease on the appointment of the Joint Liquidators, unless the meeting sanctioned their continuance;
- The Joint Liquidators have no power to continue the Company's business other than for the better realisation of the Company's assets within the liquidation
- The Joint Liquidators are allowed to make distributions to the Shareholders in the form of assets should such a distribution be advantageous.

The Board have already made the required Statutory Declaration of Solvency.

**Resolutions:**

Being mindful of the preceding comments the resolutions contained in the formal Notice of the General Meeting were put to the Meeting. It was resolved that:

***Special Resolutions:***

- (1) "That, upon swearing a Declaration of Solvency it has been proved to the satisfaction of the Members that the Company is solvent and the Company be wound up under a Members' Voluntary Liquidation procedure."
- (2) "That pursuant to s21 of the Companies Act 2006, if necessary and appropriate, the articles of association of the Company be amended as necessary to permit the distribution of the whole or any part of the assets of the Company in specie or in kind and that the Joint Liquidators be authorised to divide and distribute amongst the Members assets in specie or in kind and to determine how such division shall be carried out."
- (3) "That the Joint Liquidators be authorised to pay and/or make an advance distribution of funds and/or assets in specie to the Members if they consider it appropriate and prudent to do so at their discretion, on receipt of a duly signed joint and several indemnity from the Members."

***Ordinary Resolutions:***

- (1) "That Simon Thomas Barriball and Helen Whitehouse of McAlister & Co Insolvency Practitioners Limited, 10 St Helen's Road, Swansea. SA1 4AW be appointed Joint Liquidators for the purposes of the voluntary winding up of the Company and that they may act jointly and severally in this regard."
- (2) "That the Joint Liquidators' be remunerated by a fixed fee in the sum of £20,000 plus VAT at the appropriate rate and statutory disbursements."
- (3) "That the Joint Liquidators' policy of the drawing of category 2 expenses be approved"

11/11/17

**Other matters**

The Chairman was authorised to sign these minutes forthwith as a true record of the proceedings.

There being no further business the meeting then terminated.

Signed:



Robert Stone  
Chairman

Dated

28 July 2022