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**D&M DORMANCO (TB) LIMIT**  
**(the "Company")**

FRIDAY



A34 08/11/2013 #173  
COMPANIES HOUSE

Minutes of a meeting of the directors of the Company

Held at Manor Mill Lane, Leeds, LS11 8BR

Held on 24th October 2013

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Present	Garth Bradwell	(in the Chair)
	Simon Balem	(present by telephone)

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### **1. CHAIRMAN, NOTICE AND QUORUM**

It was agreed that Garth Bradwell chair the meeting

The chairman reported that notice of the meeting had been given in accordance with the articles of association and that a quorum was present. The directors declared the general nature of their interests and it was confirmed that there were no matters under sections 175 or 177 of the Companies Act 2006 (the "Act") or the Company's articles of association or otherwise by virtue of the directors' positions as officers and/or shareholders of any other company or body corporate that precluded them from being counted in the quorum, participating in and voting on the business of the meeting. Accordingly, the chairman declared the meeting properly convened and constituted.

### **2. CAPITALISATION OF INTERCOMPANY BALANCE**

The chairman explained that the Company was indebted to Dowding & Mills (UK) Limited Company ("D&M UK") in the sum of £79,087 (the "Intercompany Balance") and that D&M UK had informed the Company of its wish to capitalise this Intercompany Balance and had provided a signed letter of application for £79,087 ordinary shares of £1 each to be issued fully at par (the "Application").

### **3. DOCUMENTS PRODUCED TO THE MEETING**

The following documents were then produced to the meeting

- (a) draft written resolutions (the "Written Resolutions") in respect of the proposed adoption of new articles of association and related matters (as detailed fully below), and
- (b) draft new form articles of association of the Company

### **4. RESOLUTIONS AND APPROVALS**

The Written Resolutions were discussed and it was noted that as set out in the Written Resolutions it was proposed that

- a) the Company's articles of association, including those provisions of the Company's memorandum of association which from 1 October 2009 are, by virtue of Section 28 of the Act, treated as part of the articles of association be deleted in their entirety and in their place the model articles prescribed for a private limited company under Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) be and are hereby adopted

as the new articles of association of the Company in accordance with section 26 of the Act,

- b) for such time as the share capital of the Company shall continue to comprise shares of only a single class and for so long as the Company remains a private company, the power of the Company to issue shares and the authority of the directors to allot such shares shall not be restricted to any maximum number or nominal amount and shall not be limited in duration and any provision, resolution or authority in force as at the date of this resolution whether under the articles of association or otherwise that purports to restrict the number of shares that the Company or directors shall have the power to issue or allot or the duration of such power shall cease to have effect upon the passing of this resolution

#### **IT WAS RESOLVED**

- a) THAT the Written Resolutions be approved and arrangements be made to circulate them to the members of the Company, and
- b) THAT, subject to the Company receiving an authenticated form of the Written Resolutions within the stipulated timeframe, the secretary is authorised to sign the certification confirming the passing of the Written Resolutions

#### **5. ADJOURNMENT OF THE MEETING**

The meeting was adjourned at 10 30 am for the purpose of delivering a print of the Written Resolutions to the members for their consideration

#### **6. RE-CONVENING OF THE MEETING**

The meeting was re-convened at 2 00 p m and it was confirmed that during the adjournment the members of the Company had signed and returned a print of the Written Resolutions to the directors of the Company and that the resolutions had been passed and that, accordingly, new articles of association had been adopted and the directors were authorised under the provisions of the new articles of association to allot ordinary shares in the capital of the Company without limitation as to any maximum number, nominal amount or duration

#### **7. ALLOTMENT OF SHARES**

The Application was produced to the meeting. The directors considered the terms of the Application and whether it was in the best interests of the Company and whether, having regard to section 172 (1) of the Act, accepting the Application would likely be for the benefit of the Company and its members, and thereafter, IT WAS RESOLVED THAT, 79,087 ordinary shares of £1 each in the capital of the Company (the "Shares") be allotted fully paid at par as follows

Allottee	No. of shares	Class of shares
Dowding and Mills (UK) Limited	79,087	Ordinary shares of £1 each

#### **8. ARRANGEMENTS**

IT WAS RESOLVED THAT the secretary be and is hereby authorised

- a) to deliver to Companies House a form of notification confirming the passing of the Written Resolutions,
- b) to sign and deliver statutory form SH01 Return of Allotments in respect of the allotment of the Shares to D&M PLC,
- c) to sign and deliver statutory form CC04 in respect of the removal of the Company's objects as previously set out in the Company's memorandum of association,
- d) to arrange for updating of the Company's statutory registers,
- e) to effect the requisite entries in the Company's accounting records to record the allotment of the Shares as detailed above, and
- f) to arrange for issuing and executing by the Company of a new share certificate to D&M UK

## **9. CLOSE OF BUSINESS**

There being no further business, the meeting closed



**CHAIRMAN**