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04/02/2013

#149

COMPANIES HOUSE

Company no. 03376475

KMS INSURANCE SERVICES LIMITED
(the "Company")

WRITTEN RESOLUTIONS OF ALL THE DIRECTORS PASSED IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. DEED OF RELEASE

It is **RESOLVED** that the attached Deed of Release to release the debt of £340 01 owed to the Company by Randall & Quilter Underwriting Management Holdings Limited be approved and that any two officers be authorised to sign the Deed on behalf of the Company.

It is noted that in accordance with section 1004(1)(d)(ii) of the Companies Act 2006 (the "**2006 Act**"), the above transaction is deemed necessary for concluding the affairs of the Company]

2. INTERIM DIVIDEND

IT IS **RESOLVED** that an interim dividend of £5,477 82, being the remaining distributable reserves of the Company, be declared on 18 January 2013 and be paid to the shareholders whose names appear in the Register of Members as at the declaration date

It is further noted that in accordance with section 1004(1)(d)(ii) of the Companies Act 2006, the above transaction is deemed necessary for concluding the affairs of the Company

3. STRIKING OFF

It is noted that the Company has no material assets or liabilities and has not in the previous three months.

- 1 changed its name, or
2. traded or otherwise carried on business, or
3. made a disposal for value of property or rights which, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business, or
- 4 Engaged in any other activity, except one which was:
 - a) necessary or expedient for the purpose of making an application under section 1003 of the Companies Act 2006, or deciding whether to do so,
 - b) necessary or expedient for the purpose of concluding the affairs of the Company,
 - c) necessary or expedient for the purpose of complying with any statutory requirement, or
 - d) specified by the Secretary of State by order for the purposes of sub-paragraph 1004(1)(d)(iv) of the Companies Act 2006

It is further noted that clearance for the proposed striking off is being sought from HMRC.

After due and careful consideration, it is **RESOLVED** that, subject to receiving approval from the sole member, an application be submitted to the Registrar of Companies requesting that, pursuant to section 1003 of the Companies Act 2006, the Company be struck off the register

4. RESOLUTIONS OF THE MEMBERS

I Striking-off

It is **RESOLVED** that the attached draft ordinary resolution in writing of the sole member of the Company to approve the striking-off of the Company be and is hereby approved and that a copy be submitted to the sole shareholder for signature

5. REMOVAL OF COMPANY FROM REGISTER

Subject to the ordinary resolution, to approve the striking-off of the Company, being passed by the sole member of the Company, it is **RESOLVED** that statutory form DS01 be completed and signed by all the directors and filed with the Registrar of Companies together with the requisite filing fee

It is noted that the directors should send a copy of the duly completed statutory form DS01 within seven days from the day on which the application is made to each of the following as applicable

- 1 the members of the Company;
- 2 the creditors of the Company,
- 3 the employees of the Company,
- 4 the managers or trustees of any employee pension fund established for the benefit of employees of the Company; and
- 5 any directors not a party to the application

AGREED

Date: 18 January 2013

.....
R J Finney

.....
M B Randall

M. A. Langridge
.....
M A Langridge

DEED OF RELEASE

THIS DEED OF RELEASE is made the 18th day of January 2013 BETWEEN KMS Insurance Services Limited, registered number 03376475 whose registered office is situated at 110 Fenchurch Street, London, EC3M 5JT (hereinafter called "**the Company**") of the one part and Randall & Quilter Underwriting Management Holdings Limited, registered number 7504909 whose registered office is situated at 110 Fenchurch Street, London, EC3M 5JT (hereinafter called "**the Debtor**") on the other part

WHEREAS

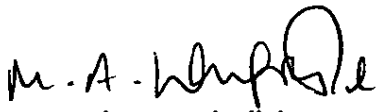
- (A) The Debtor owes the Company the sum of £340 01 (which together with all or any interest payable thereon is hereinafter called "**the Debt**")
- (B) The Debtor and the Company have agreed to the debt being extinguished with a view to the Company subsequently being dissolved pursuant to the provisions of section 1003 of the Companies Act 2006

Now therefore THIS DEED WITNESSETH that the Company hereby releases unto the Debtor the whole of the debt and all claims whatsoever in respect thereof to the intent that the debt and all such claims and all liability of the Debtor to the Company in respect of the same forthwith be and are hereby extinguished

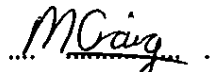
Executed as a DEED and delivered on the date stated above

FOR AND ON BEHALF OF

KMS Insurance Services Limited




M A Langridge - Director



M C Craig, for and on behalf of R&Q Secretaries Limited – Secretary

FOR AND ON BEHALF OF

Randall & Quilter Underwriting Management Holdings Limited



M L Glover – Director



M C Craig, for and on behalf of R&Q Secretaries Limited – Secretary

Company no 03376475

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION[S]

of

KMS INSURANCE SERVICES LIMITED
(the "Company")

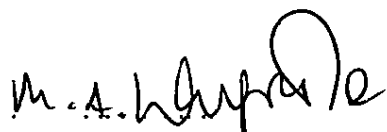
I, Mark Andrew Langridge, being a director of the Company, hereby confirm that the following resolution has been validly passed on 18 January 2013 by the sole member of the Company

ORDINARY RESOLUTION

"THAT in view of the fact that the Company has ceased trading and has no material assets or liabilities, the directors be authorised to request the Registrar of Companies to remove the Company from the register pursuant to Section 1003 of the Companies Act 2006"

For and on behalf of KMS INSURANCE SERVICES LIMITED

Name of Director

.. 

M A Langridge

Date: 18 January 2013

Presenter
R&Q Secretaries Limited
110 Fenchurch Street
London
EC3M 5JT

Company no 03376475

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION[S]

of

**KMS INSURANCE SERVICES LIMITED
(the "Company")**

Circulation date 18 January 2013

In accordance with the provisions of Sections 288 to 300 of the Companies Act 2006 ("the 2006 Act") We, the undersigned, being the sole member of the above Company, hereby signify our agreement to the written resolution being passed as an ORDINARY RESOLUTION in accordance with section 282 of the 2006 Act

ORDINARY RESOLUTION

"THAT in view of the fact that the Company has ceased trading and has no material assets or liabilities, the directors be authorised to request the Registrar of Companies to remove the Company from the register pursuant to Section 1003 of the Companies Act 2006"

For and on behalf of
R&Q MGA Limited

..... 
Authorised Signatory

Date: 18 January 2013

NOTE

- (1) To signify your agreement to the resolutions set out above, you must sign and date where indicated and return this signed document to the company at the following address 110 Fenchurch Street, London, EC3M 5JT or e-mail a scanned copy to secretariat@rqih.com.
- (2) Your signed agreement to these resolutions must be received by the company no later than 28 days after the circulation date shown above. If these resolutions are not passed by that date, they will lapse and will not be passed

Company KMSIS
 Period 2012/012

Account Code	Description	Base Amount	Ledger - Group - 06 Analysis Code
14000	Intercompany Balance	100 00 CMS	
20200	Share Capital	-100 00	
Totals		0 00	