

THE COMPANIES ACT 2006

WRITTEN RESOLUTION OF MEMBERS


of

CK COPY LTD

Company number

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, all the shareholders of the Company eligible to attend and vote at general meetings of the Company, passed the said resolutions, designated as special resolutions, and agreed that the resolutions shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

IT IS RESOLVED THAT the aggregate Nominal Value of the shares in the company be reduced from £10,000 to £100 by reducing the Nominal Value per share of the company's 100 issued shares from £100 per share to 100 issued shares of £1 each

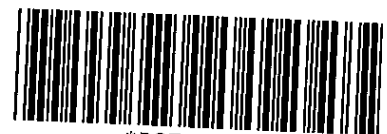
Signed: 

Christine Kyme

Director

Date: 20th April 2019

THURSDAY



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RM 06/06/2019 #17
COMPANIES HOUSE

Company No. 10849046

THE COMPANIES ACT 2006

CK COPY LTD

(the "Company")

MINUTES of a meeting held of the Board of Directors in accordance with the Articles of Association held at 235 Blackstock Road, London, England, N5 2LL on 20 April 2019

Present: Christine Kyme (The Sole Director)

Chairman

It was noted that Christine Kyme was chairman of the meeting.

Notice and Quorum

The chairperson reported that notice of the meeting had been given to all of the directors and noted that the quorum necessary for a meeting of the board of directors was present or participating. Accordingly, the chairperson declared the meeting open.

Directors' Interests

For the purposes of section 177 of the Companies Act 2006 ("the Act") and for all other purposes, the directors, where appropriate, declared their interest in the business to be conducted at the meeting. It was noted that the Company's articles of association permitted a director interested in a contract or arrangement with the Company to be counted in the quorum for the meeting and, if the director shall vote at the meeting, for his vote to be counted. The nature and extent of the interest is as follows.

NAME

NATURE AND EXTENT OF INTEREST

Christine Kyme

Director and sole shareholder of the Company's 100 issued shares; and it is proposed that the nominal value of issued shares of the company be reduced from £100 per share to £1 per share.

Purpose of Meeting

That authority be given for the company to exercise the power conferred by section 618, Companies Act 2006 to reduce the aggregate Nominal Value of the shares in the company from £10,000 to £100 by reducing the Nominal Value per share of the company's 100 issued shares from £100 per share to 100 issued shares of £1 each.

The chairman reported that negotiations had taken place between the Company and its shareholders ("Shareholders") and provisional agreement had been reached for the Company to reduce the nominal value per share of its issued shares from £100 to £1.

The chairperson noted that it was proposed that the amount by which the share capital is reduced of £9,900 be credited to the directors' loan account.

The chairperson further noted that it was proposed that the reduction of capital be carried out by way of the solvency statement procedure under section 641(1)(a) of the CA 2006. The chairperson

explained that this procedure requires all of the directors to sign a statement of solvency and the shareholders to approve the reduction by special resolution.

Documents produced to the meeting

The following documents were produced to the meeting:

(1) Declaration of Solvency

The chairman reported that the director of the Company would be required to make a statement of solvency to the effect that the Company was able to meet its debts at the date of the statement and would be able to pay its debts as they fell due for the period of one year from the date of repayment of capital.

(2) Written Resolution

There was produced to the meeting a draft of a written special resolution ("Resolution"), to which a copy of the signed solvency statement was attached, such resolution to be sent to all eligible members (within the meaning of section 289(1) of the CA 2006) of the Company in accordance with section 291 of the CA 2006, to give effect to the reduction of share capital.

Consideration of documents

The directors carefully considered the financial position of the Company and the effect of the reduction of capital on the Company. It was noted that in the Solvency Statement, the director would be required to confirm that:

(a) she has formed the opinion, as regards the Company's situation at the date of the statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts.

(b) she has also formed the opinion:

(i) if it is intended to commence the winding up of the Company within 12 months of that date, that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of the winding up; or

(ii) in any other case, that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following that date.

It was noted that the Solvency Statement must be signed by the director, on the same day, no more than 15 days before the special resolution approving the reduction of capital is passed.

IT WAS RESOLVED that the terms of the Resolution be recommended for approval by the eligible members, that the circulation date of the Resolution was the date of this meeting and that, if not passed by the requisite majority within 28 days of the circulation date, the Resolution would lapse.

The meeting adjourned to allow the eligible members to consider the written resolution.

On resumption of the meeting the Chairman announced that the Resolution had been approved.

IT WAS RESOLVED to:

(a) carry out the reduction of capital and to take all steps necessary to cancel the relevant reserves

(b) make the payment out of capital in respect of the [relevant shares OR reserve] to the shareholders OR arrange for the amount of capital so reduced to be credited to a reserve];

Statement of Capital

There was produced to the meeting Form SH19 Statement of capital ("Statement of Capital") and a statement of confirmation ("Confirmation") required to be delivered to the registrar of companies along with the Statement and Resolution (together, "Documents").

The meeting noted that the Resolution does not take effect until the Documents have been registered by the Registrar of Companies.

The terms of the Statement of capital and Confirmation were considered and discussed.

IT WAS RESOLVED that the Statement of Capital and Confirmation be approved, and that the director be authorised to sign the Statement of Capital and Confirmation on behalf of the Company.

Completion

The company director was instructed to deliver to the Registrar of Companies, within 15 days of the resolution being passed at the General Meeting, a copy of the resolution, a signed Solvency Statement, Form SH19 and a statement of compliance by the directors confirming that the Solvency Statement was made not more than 15 days before the date on which the resolution was passed and was provided to the members in accordance with section 642(2) or 3 of CA 2006.

Upon delivery of the cancellation of the share certificates issued in favour of the Shareholders, **IT WAS RESOLVED** that the Company shall issue a new share certificate for 100 Ordinary shares of £1.00 each fully paid up remaining registered in the name of the Shareholder in proportions as set out above and that the certificates be executed as deeds acting by any two officers of the Company.

IT WAS FURTHER RESOLVED that the company secretary be instructed and authorised to do all such other acts and things that may be required or are necessary to carry the foregoing resolutions into full force and effect.

In reaching his decisions at this meeting, the Director considered the need to promote the success of the Company for the benefit of its members as a whole and, in doing so, had regard to the specific requirements of s. 172 of the Companies Act 2006.

Close of Meeting

There being no further business the chairman declared the meeting closed.

CHAIRMAN

Notes:

Section 172 of the Companies Act 2006

(1) A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to -

(a) the likely consequences of any decision in the long term,

- (b) the interests of the company's employees,
- (c) the need to foster the company's business relationships with suppliers, customers and others,
- (d) the impact of the company's operations on the community and the environment,
- (e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- (f) the need to act fairly as between members of the company.

(2) Where or to the extent that the purposes of the company consist of or include purposes other than the benefit of its members, subsection (1) has effect as if the reference to promoting the success of the company for the benefit of its members to achieving those purposes.

(3) The duty imposed by this section has effect subject to any enactment or rule of law requiring directors, in certain circumstances, to consider or act in the interests of creditors of the company.

CK COPY LTD (Company Registration Number 10849046)

SOLVENCY STATEMENT AS AT 10TH APRIL 2019

For the purposes of s.642 of the Companies Act 2006

CK Copy Ltd is a private limited company whose registered number is 10849046 and whose registered office is at 235 Blackstock Road, London, England, N5 2LL ("the Company").

I, the director named below (being the sole director of the Company as at the date of this statement), make the following statement under section 643 of the CA 2006 for the purposes of section 642 of the CA 2006.

Christine Kyme C/O TaxAssist Accountants, 235 Blackstock Road, London N5 2LL being the sole director of the Company do solemnly and sincerely state that:

This solvency statement is for the purposes of s. 642 of the Act.

The Company is proposing to reduce its share capital pursuant to ss. 641 to 644 of the Companies Act 2006 ("Act") from £10,000 divided into 100 Ordinary Shares of £100 each by the sum of £9,900 to 100 Ordinary Shares of £1.00 each and that such reduction be effected by returning to the holders of the said shares paid-up capital of £9,900.

I have formed the opinion, as regards the Company's situation at the date of this statement that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

This statement was made by the directors on 10th April 2019.

Signed: 

Christine Kyme

Director

THURSDAY

KIM

06/06/2019
COMPANIES HOUSE

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