

<<Company Name>> LIMITED
(Company number <<Company Number>>)

[Minutes of a meeting of the board of directors (or sole director) of <<Company Name>> Limited (the "Company") held at <<Location>> on <<Date>> at <<Time>>.]

PRESENT:	NAME	POSITION
	<<Name>>	Director
	<<Name>>	[Director]
	<<Name>>	[Director] [Secretary]
[IN ATTENDANCE:]		
[APOLOGIES FOR ABSENCE RECEIVED FROM:]		

[1. CHAIRMAN]

It was resolved that <<Name>> be appointed chairman of the Company and <<Name>> took the chair of the meeting.

[2. NOTICE AND QUORUM]

The chairman reported that sufficient notice had been duly given and that a quorum was present. The chairman then declared the meeting was open.]

[3. DECLARATIONS OF INTERESTS]

Each director present at the meeting declared that they [did not have any] OR [confirmed that they did not have any] direct or indirect interests in any transactions or arrangements that were to be considered by the Company in connection with the business of the Company under section 177 of the Companies Act 2006 and the Company's articles of association.

[4. PURPOSE OF THE MEETING]

The Chairman declared that the purpose of the meeting was to hold a general meeting of the Company at which a resolution was to be passed for the Company to enter into members' voluntary liquidation.]

¹ Paragraphs 1 to 4 and 9 are not relevant because there will not be a meeting if the Company has one director who is not resigning.

5. DOCUMENTS [PRODUCED TO THE CREDITORS BY THE DIRECTOR]

The following documents were [produced to the creditors by the Director]:

- a) A statutory declaration made by the Director stating that they have made a full inquiry into the affairs of the Company and formed the opinion that the assets of the Company are sufficient to pay its debts in full, together with the interest at the official rate value added tax, at the commencement of the winding up. The statutory declaration shall state the assets and liabilities as at the date of the declaration>>.

- b) Draft notice of a general meeting of the creditors.

Special resolution

1. THAT the Company be wound up.

Ordinary resolutions

2. THAT, subject to a resolution of the creditors, the Liquidator referred to at paragraph 1 of the Special Resolution of Liquidator's Firm>> of the Company is hereby appointed liquidator for the purpose of winding up the Company.

3. THAT the remuneration of the Liquidator shall be fixed at his normal charging rate and the members of his staff in attending to matters relating to the winding up of the Company (including those falling to be determined by the Liquidator).

Special resolutions

4. THAT the Liquidator shall have the powers specified in Part 1 of Schedule 4 of the Insolvency Act 1986 to make compromises with the creditors and debtors.

5. THAT the Liquidator shall distribute the assets of the Company in specie or the proceeds of sale of the assets of the Company in any way and partly in the other as in his absolute discretion.

6. BOARD RESOLUTIONS

After consideration of the matters referred to in the Special Resolution, IT WAS RESOLVED:

- a) THAT it would be in the interests of the Company to enter into a members' voluntary liquidation;
- b) THAT the statutory declaration of the Company be authorised to be made by the Director.

7. RESOLUTIONS [CONSIDERED BY THE SOLE DIRECTOR]

[The following resolutions were considered by the Director]:

Company stating that they have made a full inquiry into the affairs of the Company, having done so, they have formed the opinion that the assets of the Company are sufficient to pay its debts in full, together with the interest at the official rate value added tax, at the commencement of the winding up. The statutory declaration shall state the assets and liabilities as at the date of the declaration before the making of the declaration.

The following resolutions were considered by the Director:

passing of the Special Resolution of Liquidator's Firm>> of the Company is hereby appointed liquidator for the purpose of winding up the Company.

fixed at his normal charging rate and the members of his staff in attending to matters relating to the winding up of the Company (including those falling to be determined by the Liquidator).

the provisions of section 165(2)(a) of the Insolvency Act 1986 to make compromises with the creditors and debtors.

members according to their rights in the assets of the Company in specie or the proceeds of sale of the assets of the Company in any way and partly in the other as in his absolute discretion.

(1) of the Companies Act 2006, IT WAS RESOLVED:

company to enter into a members' voluntary liquidation; and all the directors of the Company be authorised to make a statutory declaration of the Company.

- c) THAT the draft notice of general meeting was approved and [the Company Secretary] OR <<Name>> be instructed to convene a general meeting for the purpose of considering and, if thought fit, to pass the ordinary and special resolutions in the form set out in the draft notice and for the purpose of publishing notice of the members' meeting by the chairman and approved;
- d) THAT, on the condition that the special resolutions are passed, [the Company Secretary] OR <<Name>> to publish notice of the members' meeting to publish notice of the members' meeting of the general meeting.

7. ADJOURNMENT

- (a) [The meeting was] OR [The meeting was adjourned so that a general meeting of the company could be held to consider and pass special resolutions passed.]
- (b) [The meeting was reconvened and the chairman reported] OR [The sole director noted after the meeting that the ordinary and special resolutions had been passed.]

8. FILING

The [chairman] OR [sole director] OR [Company Secretary] OR <<Name>> to file the following at Companies House:

1. Copy of the ordinary and special resolutions passed at the meeting;
2. Copy of the statutory declaration of the chairman or sole director.

[9. CLOSE

There was no further business and the meeting was closed.]

.....
[Chairman] OR [Sole Director]