

## MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF

Company Name: **Cloudsoft Limited**

Company Number: **03756144**

Held At: **Station House, Station Approach, East Horsley, Surrey, KT24 6QX**

Held On: **31 July 2017 at 10.00 a.m.**

Present: **Paul Lisewski, Director/Shareholder**

It was agreed that formal notice of this meeting be waived.

Following a discussion about the financial position of the company Clarke Bell Limited explained the formalities involved in putting the company into Members' Voluntary Liquidation and that it was the duty of the director(s) to ensure these formalities were complied with.

It was agreed that the best course of action would be to arrange for the company to be placed into Members' Voluntary Liquidation and that Clarke Bell Limited be instructed to assist in the matter.

### Shareholders

According to the annual returns/statutory records of the company the shareholders of the company are:

**Mr Paul Lisewski**

### General Meeting of Members

In order to wind up the company, it was agreed that the following resolutions should be presented to the members at a meeting to be held at Station House, Station Approach, East Horsley, Surrey, KT24 6QX on 31/07/2017 at 10.30 a.m.

### Special Resolutions

(1)	"That upon swearing a Declaration of Solvency, it has been proved to the satisfaction of this meeting that the company is 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."
(4)	"That the Joint Liquidators be generally authorised to receive in compensation or part compensation for any transfer or sale of the company's business and/or property, shares, policies or other like interests in the transferee/buyer's company for distribution amongst the members of the company. Such authority shall be the requisite sanction for the purposes of s 110 of the Insolvency Act 1986."

### Ordinary Resolutions

(1)	"That John Paul Bell and Toyah Marie Poole of Clarke Bell Limited be appointed Joint Liquidators of the company and that they act jointly and severally for the purpose of the voluntary winding-up".
(2)	"That the Joint Liquidator(s) be entitled to draw £50 plus VAT, per creditor, for the settlement of any liability".

It was agreed that Paul Lisewski would prepare and swear the Declaration of Solvency for presentation at the meeting.

## Convening Accountant

It was recorded that Clarke Bell Limited be instructed:

- to convene on behalf of the company the meetings of members referred to above, issuing notices to the same;
- *where deemed necessary* to insert a copy of the notice of the members' meeting in the Gazette and where necessary a newspaper local to the principal place of trade;
- to prepare, on behalf of the board, the Declaration of Solvency to be laid before the members' meeting in accordance with s89 of the said Act;
- to instruct agents and/or solicitors as required to deal with the valuation and formality of the division of the company's assets and/or shareholdings;
- to freeze the company's bank account for the purpose of the above resolutions and to transfer any balance to Clarke Bell Limited;
- to maintain a client account into which all monies received by the company from this day are to be paid and held upon trust prior to the ratification of appointment;
- to change the registered office of the company to Clarke Bell Limited, 3rd Floor, The Pinnacle, 73 King Street, Manchester, M2 4NG.
- that payment is to be made to Clarke Bell Limited the sum of £995 plus VAT as a general fee for any reasonable and necessary expenses incurred in preparing the Declaration of Solvency or in connection with the summoning and holding of the members meeting;
- that payment is to be made to Clarke Bell Limited the sum of £379.20 including VAT to discharge the statutory disbursements necessary and associated with the winding up of the company.
- to receive an indemnity for the early distribution of funds and/or assets in specie where thought fit;
- where required, to deliver up all required books and records for the members meeting; and
- where failure to produce adequate evidence of identity for anti-money laundering purposes from an established beneficial owner exists, Clarke Bell Limited be authorised to perform an electronic identity search from an approved provider, subject to prior notice being given to the relevant party.

There being no further business, the meeting was terminated.



Paul Lisewski, Director

31 July 2017