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|   | XYZ SAMPLE SERVICES LIMITEDCompany number: 01020304Registered office address: 17 Welham Drive, Harville, Newtown, Countyshire QQ2 3EE |   |

 **MINUTES OF MEETING OF THE DIRECTORS**

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| **Date held:** |   | 10 March 2020 |
|   |   |   |
| **Held at:** |   | 17 Welham Drive |
|   |   | Harville |
|   |   | Newtown |
|   |   | Countyshire |
|   |   | QQ2 3EE |
|   |   |   |
| **Present:** |   | Bette Davis (Director) – appointed chairperson of the meeting |
|   |   | Cary Grant (Director) |
|   |   | Joan Crawford (Director) |
|  |  | Olivia de Havilland (Director) |
|  |  | Errol Flynn (Director) |
|  |  | Vivien Leigh (Director) |

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| **1.  NOTICE AND QUORUM** |
| It was confirmed that notice of the meeting had been given to all the directors of the Company. |
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| It was noted that a quorum of directors was present at the meeting in accordance with the Company’s articles of association. |

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| **2. APPOINTMENT OF CHAIRPERSON** |
| It was resolved that Bette Davis be appointed chairperson of the board of directors. |

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| **3. COMPANY FORMATION** |
| It was reported that the Company was incorporated on 10 March 2020 under Company Number: 01020304. |
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| The following documents were presented to the meeting: |
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| * The certificate of incorporation
* A copy of the memorandum of association of the Company filed at Companies House
* A copy of the articles of association of the Company filed at Companies House
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| **4.  REGISTERED OFFICE** |
| It was noted that the registered office of the Company is situated at: |
|   |
| 17 Welham Drive |
| Harville |
| Newtown |
| Countyshire |
| QQ2 3EE |

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| **5.  DIRECTORS** |
| It was further noted that the initial officers of the Company are: |
|   |
| Bette Davis (Director) |
| Cary Grant (Director) |
| Joan Crawford (Director) |
| Olivia de Havilland (Director) |
| Errol Flynn (Director) |
| Vivien Leigh (Director) |
|   |
| It was further noted that all the officers had given their consent to act. |

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| **6. ACCOUNTING REFERENCE DATE** |
| It was resolved that the accounts of the Company will be made up to 31 March each year. |

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| **7. BANKERS** |
| It was resolved that a bank account for the Company be opened with OPQ Bank at the Bank’s branch located at Newtown. |
|   |
| It was resolved that the necessary resolutions set out in the standard form of mandate (presented to the meeting, approved and of which a copy is annexed to these minutes) be duly passed and the mandate returned to the bank with specimen signatures of each of the signatories to the account. |

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| **8. SHARE CAPITAL** |
| It was noted that the initial share capital of the Company was £500 divided into 500 Ordinary shares of £1.00 each and that the capital had been fully subscribed by the subscriber(s) to the memorandum of association. |
|   |
| The Chairman reported receipt of the sum(s) of £500 in the following proportion(s): |

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| --- | --- | --- | --- |
| **Name** | **Amount paid** | **Number of shares** | **Share class** |
|   |   |   |   |
| Bette Davis | £200.00 | 200 | Ordinary £1.00 shares of £1.00 each fully paid |
| Oscar Events Ltd | £200.00 | 200 | Ordinary £1.00 shares of £1.00 each fully paid |
| Joan Crawford | £100.00 | 100 | Ordinary £1.00 shares of £1.00 each fully paid |

It was resolved that the name of the subscriber(s) be entered into the Company’s register of members in respect of such shares and that the share certificate(s) should be signed by a director in the presence of a witness.

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| **9. REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL** |
| It was resolved that the following are entered into the Company’s register of people with significant control: |

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| --- | --- | --- | --- |
| **Name** | **Registration number** | **Address** | **Control reasons** |
|   |   |   |   |
| Bette Davis | Not applicable | 12 Celine Boulevard PlessingtonBartonSouthshireWW2 4RR | Control reason #1Control reason #2 |
| Oscar Events Ltd | 00000001 | Unit 7Chenton Business ParkFarlowHereshireJJ7 4RR | Control reason #1 |

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| **10. EXECUTION OF DOCUMENTS** |
| It was resolved that documents are validly executed by the Company [when signed on behalf of the Company by two directors.] **OR** [when signed by a director of the Company in the presence of a witness who attests the signature.]  |

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| **11. TRADING IDENTITY** |
| It was resolved that the Company should trade under the name Baby Jane Services (XYZ) Limited. |

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| **12. HMRC REGISTRATION** |
| It was resolved that the Company should be registered with HMRC for VAT purposes. |

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| **13. DECLARATION OF INTEREST**  |
| Pursuant to section 177 of the Companies Act 2006 each director presented: |
|   |
| (a) a note of any other directorships held and of companies involved with and which might in future form contracts or arrangements with the Company. |
|   |
| (b) details in writing of the interests of the director and connected parties in shares and debentures for recording in the register of directors' interests to be kept. |

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| **14. NEXT MEETING** |
| It was agreed that the next meeting of the directors shall be held on 10 April 2020. |

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| **15.  CLOSE** |
| There being no further business the meeting was closed. |

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| Signed: |   |   |

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| Dated: |   |   |