

Company number: 5950172

EEF Limited
("Company")

Minutes of a meeting of the director of the Company held on ^{13th June} May 2008 at 2-6 Cannon Street

for the secretarial use

PRESENT:

BWB (No2) Limited acting by Julian Blake

IN ATTENDANCE:

BWB (secretarial) Ltd acting by Julian Blake

1 BUSINESS OF THE MEETING

- 1 1 It was noted that the Company had been established for the purpose of entering into a transaction ("Transaction") to take on all the business and assets (and to assume all liabilities) of an unincorporated employers association created as a result of an Instrument of Amalgamation to be registered by the Certification Officer under the Trade Union and Labour Relations (Consolidation) Act involving amongst others the Engineering Employers' Federation
- 1 2 It had been established by Bates Wells & Braithwaite as a shelf company and had not traded. The purpose of the meeting was to transfer control of the Company to certain employees of the Engineering Employers' Federation to facilitate the Transaction This would be effected by certain employees becoming members, directors and secretary of the Company and the existing appointees resigning
- 1 3 It was noted that there were a number of administrative issues and appointments to deal with in relation to the Company

2 DECLARATIONS OF INTEREST

- 2 1 Pursuant to sections 177 and 182 of the Companies Act 2006 and the Company's articles of association, each of the directors and proposed directors declared that he had no interest in the business to be transacted by the meeting
- 2 2 Gilbert Toppin and Simon Charlck confirmed that they were paid employees of the Engineering Employers' Association



- 2 3 It was further noted that Simon Charlick was a pension fund trustee of the EEF Staff Pension Fund and both Gilbert Toppin and Simon Charlick were members of the Employers Consultative Council in relation to the EEF Staff Pension Fund

3 **DIRECTORS**

- 3 1 It was noted the current director of the Company was BWB (No 2) Limited
- 3 2 It was further noted that the current director wished to appoint further directors, Gilbert Toppin and Simon Charlick, as directors and that such persons had indicated their consent to act as directors
- 3 3 IT WAS RESOLVED THAT Gilbert Toppin and Simon Charlick be appointed as directors with effect from the end of the meeting
- 3 4 There was produced to the meeting a letter of resignation from BWB (No.2) Limited. IT WAS RESOLVED to accept such resignation with effect from the end of the meeting
- 3 5 IT WAS RESOLVED THAT the resignation of BWB (No 2) Limited as a director of the Company and the appointments of Gilbert Toppin and Simon Charlick as directors be filed at Companies House by filing forms 288a and form 288b with the Registrar of Companies

4 **MEMBERSHIP**

- 4 1 It was noted the current member of the Company was BWB (No 2) Limited by virtue of article 3 of the articles of association which provided that the directors from time to time would be the only members of the Company
- 4 2 It was noted that following the resolutions passed in paragraph 3 above that the new members would be Gilbert Toppin and Simon Charlick by virtue of their directorships
- 4 3 There was produced to the meeting a confirmation of their appointment as members and a consent to so act.

5 **SECRETARY**

- 5 1 IT WAS RESOLVED THAT Simon Charlick be appointed as secretary with immediate effect in place of BWB Secretarial Limited
- 5 2 IT WAS RESOLVED THAT the appointment Simon Charlick as secretary be filed at Companies House by filing form 288a and form 288b with the Registrar of Companies

6 REGISTERED OFFICE

- 6 1 IT WAS RESOLVED THAT the registered office be changed from 2-6 Cannon Street to Broadway House, Tothill Street, London SW1H 9NQ and Companies House form 287 be completed and filed with the Registrar of Companies

There being no further business the meeting was closed

John for BUS (Secretarial) Ltd

Company Secretary

John for BUS (No 2) Ltd

Director

Letter of Resignation

To EEF Limited (the Company)

We hereby resign as director and member of EEF Limited with immediate effect and confirm we have no claims against the Company for unpaid remuneration, fees or otherwise and to the extent we do have any such claim we hereby waive the same to the extent permitted by law.

Signed by ...



Duly authorised for and on behalf of

BWB (No.2) Limited

To EEF Limited (the Company)

We hereby resign as secretary of EEF Limited with immediate effect and confirm we have no claims against the Company for unpaid remuneration, fees or otherwise and to the extent we do have any such claim we hereby waive the same to the extent permitted by law

Signed by



Duly authorised for and on behalf of

BWB Secretarial Limited

Letters of Consent

To EEF Limited (the Company)

We hereby consent to act as directors and members of EEF Limited (and in the case of Simon Charlick as secretary) with immediate effect and agree to be bound by the provisions of the memorandum and articles of association including the obligation to stand as guarantor for the sum of £1.

X  X

Gilbert Toppin



Simon Charlick