

Company Number : 11946890

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
DOWSON ELECTRICAL CONTRACTS LIMITED

HELD AT: 4 MAIDSTONE CLOSE, MOORSIDE, SUNDERLAND, SR3 2QH

HELD ON: 26 APRIL 2019 at 11.00 a.m.

PRESENT: KEITH DOWSON (Director)
SHARON DOWSON (Shareholder)

1) **CHAIRMAN**

For the purpose of the meeting **KEITH DOWSON** was appointed as Chairman.

2) **QUORUM**

The Chairman reported that the quorum necessary for a meeting of the board of directors of the Company was present.

3) **PURPOSE OF MEETING**

The Chairman reported the proposal to re-designate 2 Ordinary Shares in the issued share capital of the Company as below and to adopt new Articles of Association.

Current shareholding:

Name of holder	Number of shares
KEITH DOWSON	1 Ordinary Shares of £1.00 each
SHARON DOWSON	1 Ordinary Shares of £1.00 each

Proposed shareholding after re-designation:

Name of holder	Number of shares
KEITH DOWSON	1 'A' Ordinary Shares of £1.00 each
SHARON DOWSON	1 'B' Ordinary Shares of £1.00 each

A Notice of General Meeting was presented and duly approved by the Board.

The Director was instructed to circulate a copy of the Notice to all those entitled to receive the same.

4) **DIRECTOR'S INTERESTS**

KEITH DOWSON, formally declared his interest in the proposed transaction by virtue of being both director and shareholder.

It was noted however that having formally declared his interests in the proposed transaction KEITH DOWSON would be entitled in accordance with the terms of the Articles of Association of the Company to vote upon any matters put to the meeting concerning this transaction.

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The Chairman then adjourned the meeting to enable the General Meeting of the shareholders to be held.

The Chairman reconvened the meeting at 3.00 p.m. and informed the Board that the members had duly passed the resolutions as laid out in the above-said Notice.

5) IT WAS RESOLVED THAT:

The aforementioned applications be approved and the shares re-designated in accordance with such applications and:

- 1) The Register of Members be updated in accordance with the resolutions;
- 2) A print of the Ordinary and Special Resolutions, Form CC04 and Form SH08 be filed with Companies House.

There being no further business the meeting terminated.


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KEITH DOWSON - CHAIRMAN

Company Number: 11946890

NOTICE IS HEREBY GIVEN that a General Meeting of **DOWSON ELECTRICAL CONTRACTS LIMITED** be held at 4 MAIDSTONE CLOSE, MOORSIDE, SUNDERLAND, SR3 2QH on 26 APRIL 2019 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary and Special Resolutions respectively:-

ORDINARY RESOLUTIONS

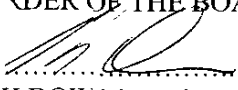
1. THAT the following issued 2 Ordinary Shares of £1.00 each in the capital of the Company be and is hereby re-designated as 1 'A' Ordinary Shares of £1.00 each and 2 'B' Ordinary Shares of £1.00 each;

Name of holder	Number of shares
KEITH DOWSON	1 Ordinary Shares of £1.00 each
SHARON DOWSON	1 Ordinary Shares of £1.00 each

2. THAT as a consequence of the passing of the above resolution the issued capital of the Company be and is hereby restated as follows:-

Name of holder	Number of shares
KEITH DOWSON	1 'A' Ordinary Shares of £1.00 each
SHARON DOWSON	1 'B' Ordinary Shares of £1.00 each

BY ORDER OF THE BOARD

X 
.....
KEITH DOWSON - CHAIRMAN

DATED THIS 26 APRIL 2019

Registered Office: 4 MAIDSTONE CLOSE, MOORSIDE, SUNDERLAND, SR3 2QH

Note: A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at a meeting of the Company in his/her stead. A proxy need not be a member of the Company.

If the Company has a share capital, a member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member, or (as the case may be) to a different £10, or multiple of £10, of stock held by that member.

COMPANY NO: 11946890

**The Companies Act 2006
Company Limited by Shares**

ORDINARY & SPECIAL RESOLUTIONS

of

DOWSON ELECTRICAL CONTRACTS LIMITED

Passed the 26 APRIL 2019

At a General Meeting of the Company duly convened and held at 4 MAIDSTONE CLOSE, MOORSIDE, SUNDERLAND, SR3 2QH the following Resolutions were duly passed as **ORDINARY AND SPECIAL RESOLUTIONS** of the Company respectively:

ORDINARY RESOLUTIONS

1. THAT the following issued 2 Ordinary Shares of £1.00 each in the capital of the Company be and is hereby re-designated as 1 'A' Ordinary Shares of £1.00 each and 1 'B' Ordinary Shares of £1.00 each;

Name of holder

Number of shares

KEITH DOWSON
SHARON DOWSON

1 Ordinary Shares of £1.00 each
1 Ordinary Shares of £1.00 each

2. THAT as a consequence of the passing of the above resolution the issued capital of the Company be and is hereby restated as follows:-

Name of holder

Number of shares

KEITH DOWSON
SHARON DOWSON

1 'A' Ordinary Shares of £1.00 each
1 'B' Ordinary Shares of £1.00 each

X 

KEITH DOWSON - CHAIRMAN

Company Number: 11946890

DOWSON ELECTRICAL CONTRACTS LIMITED

AGREEMENT of MEMBERS to SHORT NOTICE of a GENERAL MEETING and of ORDINARY and SPECIAL RESOLUTIONS.

We, the undersigned, being the members of the above-named Company, entitled to attend and vote at the General Meeting of the said Company convened by a Notice of meeting dated the 26 APRIL 2019 and to be held on the 26 APRIL 2019 at 1.00 p.m. hereby agree that:-

1. The said meeting shall be deemed to have been duly called, notwithstanding that shorter notice than that specified in Section 307 of the Companies Act 2006 or in the Company's Articles of Association, has been given.
2. The Ordinary and Special Resolutions set out in the said Notice of Meeting may be proposed and passed as Ordinary and Special Resolutions respectively, notwithstanding that less than fourteen days' notice of such meeting has been given.

NAME

SIGNATURE

KEITH DOWSON



SHARON DOWSON

