

175274

**Somerston Hotels (Five) Limited**

Minutes of a meeting of the board of directors of Somerston Hotels (Five) Limited (the 'Company') held at Ryon Hill House, Ryon Hill Park, Warwick Road, Stratford Upon Avon CV37 0UX on ..... 28 May ..... 2010 at ..... 3 ..... ~~am~~/p.m.

**PRESENT:**

Keith Griffiths

Shaun Robinson

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**IN ATTENDANCE:**

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**1. CHAIRPERSON**

Keith Griffiths was appointed chairperson of the meeting and chaired the meeting throughout.

**2. NOTICE AND QUORUM**

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

**3. DECLARATIONS OF INTEREST**

- 3.1. Each director present declared the nature and extent of their interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association.
- 3.2. It was noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any matter in which he or she is interested.
- 3.3. The Directors noted that they were aware of the need to consider their general duties including those set out in the Companies Act 2006, and in particular, their duty to promote the success of the Company for the benefit of its members.

**4. BUSINESS OF THE MEETING**

The chairperson reported to the meeting that the purpose of the meeting was to consider the proposed resignation of Darren Lyko-Edwards as a director and the company secretary of the Company and the proposed appointment of Christopher Byrd as company secretary of the Company.



## **5. DOCUMENTS PRODUCED TO THE MEETING**

The following documents were produced to the meeting:

- 5.1. a letter of resignation from Darren Lyko-Edwards resigning as a director and the company secretary of the Company;
- 5.2. form TM01 and form TM02 prepared in relation to such resignations;
- 5.3. form AP03 appointing Christopher Byrd as company secretary of the Company.

## **6. RESOLUTION**

IT WAS RESOLVED that such resignations and appointment be accepted with effect from the conclusion of the meeting and that any director of the Company be authorised to sign the appropriate form TM01, form TM02 and form AP03 on behalf of the Company.

## **7. FILING**

The Chairman instructed the Company's solicitors to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House.

## **8. CLOSE**

There was no further business and the chairperson declared the meeting closed.

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Chairperson

..... 28 may 2010

Date