

Notice of Written Resolutions (for Companies House filing)

Registered in England and Wales

Company no 02864238

The Companies Act 2006

Private Company limited by shares

Written Resolution of Edge Hill LRC Limited


Passed on 30 April 2013

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following written resolution was passed

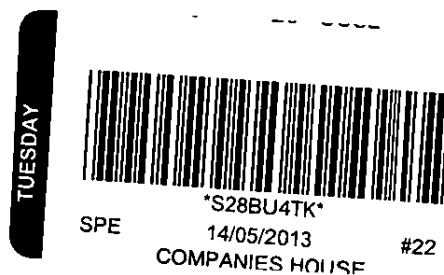
Special resolution

The share capital of the Company is reduced by the cancellation of 1,485,999 Ordinary shares of £1 each held by Edge Hill University

Signed


John Charles Cater
Director

Dated __ April 2013



The Companies Act 2006**Private Company limited by shares*****Written Resolution of Edge Hill LRC Limited*****30 April 2013 (Circulation Date)**

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution (Special Resolution)

		<i>For</i>	<i>Against</i>
Special resolution			
1	The share capital of the Company is reduced by the cancellation of 1,485,999 Ordinary shares of £1 each held by Edge Hill University	✓	

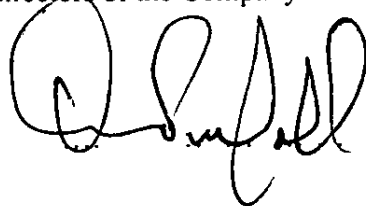
Agreement

Please read the notes at the end of this document before signifying your agreement to any of the resolution.

The undersigned, a person entitled to vote on the above resolution on the Circulation Date, acknowledges receipt of the Solvency Statement dated 30 April 2013 as signed by all of the directors of the Company

Signed

Name



Duly authorised signatory of Edge Hill University (100% shareholder)

Date 30 April 2013

Edge Hill LRC Limited (“the Company”)

Company no 02864238

Written resolutions of the directors of Edge Hill LRC Limited

Dated 30 April 2013

In accordance with the company’s articles of association and regulation 93 of Table A of the Companies (Table A to F) (Amendment) Regulations 1985, we being all the directors of Edge Hill LRC Limited who at the date of these written resolutions are entitled to attend and vote at a directors’ meeting of Edge Hill LRC Limited, hereby resolve that the resolutions as set out below be effective as if they had been passed by us at a directors’ meeting of Edge Hill LRC Limited duly convened and held

The directors noted that they were considering whether to recommend to the members that a reduction of the capital of the Company supported by a Solvency Statement (“the Statement”) pursuant to Section 642 of the Companies Act 2006 (“CA 06”) should be proposed and, if so, to propose a written resolution to effect the same

The directors noted that the Company was a private limited company and that there were no restrictions in the articles which prevented a reduction of the capital of the Company

The directors noted that, in order to proceed with a reduction of the capital, they are required to sign the Statement not more than 15 days before the date on which the resolution is passed and are required to provide a copy of the Statement to every eligible member on or before the time that the proposed resolution is sent or submitted to them

The Statement is to the effect that all the directors of the above Company have

- 1 formed the opinion that, as regards to the Company’s situation at the date of the Statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts, **and**
- 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the Statement

In forming the above opinions, the directors must take into account all of the Company’s liabilities (including any contingent or prospective liabilities)

The directors noted that if they make a Statement without having reasonable grounds for the opinions expressed in it, and the Statement is delivered to the Registrar of Companies (“the Registrar”), then an offence is committed by every director who is in default. A person found guilty of such an offence is liable to imprisonment, a fine or both

Further, if the directors fail to provide a copy of the Statement to every eligible member on or before the time that the proposed resolution is sent or submitted to them, and the Statement is submitted to the Registrar, then an offence is committed by every officer of the Company who is in default. A person found guilty of such an offence is liable to imprisonment, a fine or both

The directors noted that they are required to deliver to the Registrar a copy of the Statement and a statement of capital, as defined by Section 644(2) CA06, within 15 days of the resolution for reducing share capital being passed. If default is made in complying with this section, then an offence is

committed by both the Company and every officer who is in default. Any person found guilty of such an offence is liable to a fine.

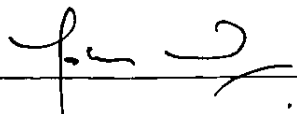
The directors reported that they had made a full inquiry into the affairs of the Company taking into account all of the Company's liabilities (including any contingent or prospective liabilities). The Company's financial position as at 31 July 2012 was as set out in the statutory accounts. The Company's projected financial position at 2 April 2013 as per the attached spreadsheet was also considered.

The opinion had been formed by the directors that there was no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts. Further, as it is not intended to wind up the Company within 12 months of the date of the Statement, then the opinion had been formed by the directors that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the Statement.

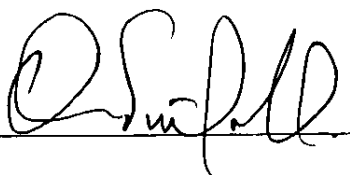
It was noted that the reduction of capital being proposed is by means of the cancellation of 1,485,999 Ordinary shares of £1 each held by Edge Hill University. The effect of the above reduction of capital will be to create a distributable reserve of £1,485,999 to be added to the Profit & Loss Account of negative £33,793 to give a net balance of £1,452,206.

Accordingly, it was resolved that

- 1 the Statement in the form produced to the directors should be signed by all the directors of the Company,
- 2 a copy of the Statement should be sent or made available to all members prior to or at the time of the members considering the special resolution in 4 below,
- 3 the members should be recommended to vote in favour of the resolution reducing the capital of the Company,
- 4 the members be requested to consider and if thought fit, pass the following resolution as a written resolution
 - 1 a special resolution that the share capital of the Company is reduced by the cancellation of the 1,485,999 Ordinary shares of £1 each held by Edge Hill University
- 5 conditional upon the members passing the special resolution to be recommended to them above, an additional statement should be signed by all the directors confirming that the Statement was made not more than 15 days before the date on which the special resolution was passed, that the Statement was sent or made available to all members of the Company and confirming details of the new capital of the Company.



John Charles Cater - director



William Michael Clover Pinfold - director