Company number: 04065947
Charity number: 1146800 / SC043471

Written Ordinary Resolution of

Seton Care

("the Company")

16th March 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the member of the Company proposes that the following resolution is passed as an ordinary resolution:

THAT the directors of the Company shall be authorised to take all steps necessary to enable the Company to be struck off the Register of Companies.

The undersigned, a person entitled to vote on the resolution above 16th March 2018 as a duly authorized representative of the sole member of the Company, hereby irrevocably agrees to the resolution.

Signed: ....

Name: ...HELEN...FORSYTH

For and on behalf of Berwickshire Housing Association Limited

Date: 16th March 2018

SATURDAY
A788W3AG
A11 16/06/2018 #246
COMPANIES HOUSE

NOTES

1. If you agree with the Resolution, please indicate your agreement by:

   Hand: by delivering the signed and dated resolution to The Company Secretary, Seton Care, 55 Newtown Street, Duns TD11 3AU;

   Post: by returning the signed and dated resolution by post to The Company Secretary, Seton Care, 55 Newtown Street, Duns TD11 3AU;

   Email: by attaching a scanned copy of the signed and dated resolution to an email and sending it to secretary@setoncare.org.uk.

2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.

4. Unless, by 28 days from the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.

5. (If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.)

6. A copy of this resolution has been sent to the auditors.

Company no. 1146800 / SC043471
Company no. 04065947

Minutes of a meeting of the Board of

Seton Care

("the Company")

On 16th March 2018 at 15:00 at 55 Newtown Street, DUNS TD11 3AU

Present: Tony Homer
Fraser Kelly

(the "**Board Members**")

1. **Quorum**

It was noted that a quorum of Board Members was present.

2. **Background**

IT WAS NOTED that:

2.1 The charitable undertaking of the Company was transferred to Berwickshire Housing Association (a registered society with registration number SP2482RS and a charity registered with the Office of the Scottish Charity Regulator with Scottish charity number SC042342) ('**the Member**') on 31 March 2017;

2.2 The Member is the sole member of the Company;

2.3 The Company is currently inactive;

2.4 The purpose of the meeting was for the board to approve the dissolution of the Company;

2.5 Although approval of the Member is not strictly required for the dissolution of the Company, in the interests of good governance the trustees would seek the Member's approval; and

2.6 The Company satisfactorily meets the necessary conditions for the trustees to be able to apply for voluntary strike off.

3. **Documents produced to the meeting**

The following documents were produced to the meeting:

3.1 A copy of the proposed written resolution to be sent to Seton Care's only member (the '**Member's Resolution**') for approval should the board resolve to dissolve the Company;

3.2 A Form DS01 for making an application to Companies House to strike off the Company for approval and completion should the board resolve to dissolve the Company.

4. **Striking off**

4.1 IT WAS NOTED THAT:

4.1.1 The Company has no assets and is currently inactive;

4.1.2 The Company has not in the previous three months:

(a) changed its name;

(b) traded or otherwise carried on business;

(c) made a disposal for value of property or rights which, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business; or

(d) engaged in any other activity, except one which was:

   i. necessary or expedient for the purpose of making an application under section 1003 of the Companies Act 2006, or deciding whether to do so;

   ii. necessary or expedient for the purpose of concluding the affairs of the Company;

   iii. necessary or expedient for the purpose of complying with any statutory requirement; or

   iv. specified by the Secretary of State by order for the purposes of sub-paragraph 1004(d)(i)(iv) of the Companies Act 2006.

5. IT WAS RESOLVED:

5.1 THAT in light of the reasons set out in paragraph 4 above, the Company should be dissolved;

5.2 THAT, pursuant to the resolution at 5.1 above, the Member be asked to pass the Member's Resolution by way of a written resolution;

5.3 THAT, subject to the passing of the Member's Resolution, an application be made to strike the Company off the Register;

5.4 THAT the directors present at the meeting sign the Form DS01 on behalf of the Company; and

5.5 THAT the secretary be instructed to submit the Form DS01 to the Registrar of Companies and to submit a copy of the same to every person who at the date of the application is a member, employee, creditor or director of the Company.

6. **Any other business**

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

....

Fraser Kelly