[on the company’s letter headed paper]

**MEMBER’S SPECIAL RESOLUTION**

[insert date]

**WHEREAS**, [list the names of the Members / Designated Members here] are the Members (each a ‘Member’ and collectively, the ‘Members’) of [insert DIFC entity’s name], a Limited Liability Partnership in the Dubai International Financial Centre (the ‘Partnership’) under the Limited Liability Partnership Law, DIFC Law No. 5 of 2004; and

**WHEREAS**, the Members wish to terminate/dissolve the Partnership;

The Members **RESOLVE** that:

1. It is in their best interest for the Partnership to be terminated, dissolved and no longer exist as a separate legal entity;
2. As at the Effective Date, [Insert name(s) of the liquidator(s)] be appointed as the liquidator(s) of the Partnership for the purpose of winding up the Company’s affairs and distributing its assets; and
3. The dissolution be effective on the date of this resolution.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[Designated Member’s / Member’s name and signature]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[Designated Member’s / Member’s name and signature]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[Designated Member’s / Member’s name and signature]