

<<COMPANY NAME>> LIMITED/PUBLIC LIMITED COMPANY (Company number <<Company Number>> and <<Company Registration No.>>)

[Minutes of a meeting of the board of directors of <<Company Name>> Limited/Private Limited Company held at <<Location>> on <<Date>> at <<Time>>.]

PRESENT:		POSITION
		Director
		[Director]
		[Director] [Secretary]
[IN ATTENDANCE:]		
[APOLOGIES FOR ABSENCE RECEIVED FROM:]		

#### [1. CHAIRMAN]

It was resolved that <<Name>> <<Name>> took the chair of the meeting as chairman of the Company and

#### [2. NOTICE AND QUORUM]

The chairman reported that sufficient notice had been duly given and that a quorum was present. The chairman reported that the meeting was open.]

#### [3. DECLARATIONS OF INTERESTS]

<<Name>> and <<Name>> declared the extent of their interests in the business of the meeting in accordance with the requirements of Section 177 of the Companies Act 2006 and of the Articles of Association as follows:

<<Specify interests>>

It was noted that, notwithstanding the fact that <<Name>> <<Name>> were not directors concerned were entitled to be counted towards a quorum at the meeting before the meeting pursuant to the Articles of Association of the Company.

<sup>1</sup> Paragraphs 1 to 3 and 9 are not applicable if the Company only has one director because there will not be a meeting.

#### 4. BUSINESS [OF THE MEETING] [OF THE DIRECTOR]

The [chairman] **OR** [sole director] [has/has not] had been taking place for the sale by the Company ("the Sale") of all or part of the Company's undertaking and assets ("the Sale") to <<Name of Buyer>> Limited/PLC for a purchase price of £<<Amount>>. The purchase price would be paid by <<Specify payment terms>>

#### 5. DOCUMENTS PRODUCED TO [THE BUYER] [THE SOLE DIRECTOR]

The following documents were produced to [THE BUYER] [THE SOLE DIRECTOR]

- 5.1 an assets sale and purchase agreement ("the Agreement"); and
  - 5.2 a disclosure letter to [THE BUYER] [THE SOLE DIRECTOR] by the Company to the Buyer ("the Disclosure Letter")
- together with the other documents referred to in the Agreement (together the "Sale Documents").

#### **EITHER**

- [5.3 A notice of a general meeting of the Company to be held to consider resolutions for the following purposes:
  - 5.4.1 To change the name of the Company to <<New Name>>;
  - 5.4.2 To <<Insert resolution>>
  - 5.4.3 To <<Insert resolution>>Together with a form of resolution for each of the above purposes.]

#### **OR**

- [5.3 There was presented to [THE BUYER] [THE SOLE DIRECTOR] a printed copy of the following written resolution[s] duly signed by the majority of the members of the Company entitled to attend and vote at a general meeting of the Company:
  - 5.4.1 To change the name of the Company to <<New Name>>;
  - 5.4.2 To <<Insert resolution>>
  - 5.4.3 To <<Insert resolution>>

#### 6. RESOLUTIONS

After consideration of the matter [THE BUYER] [THE SOLE DIRECTOR] has/has not passed a resolution in accordance with section 172(1) of the Companies Act 2006, IT WAS RESOLVED THAT

- [6.1 the notice of general meeting be convened for the purpose of considering and, if thought fit, approving the proposed resolution[s] set out in the said notice.]

