

<<Company Name>> LIMITED  
(Company number <<Company Number>> Registration No.>>)

[Minutes of a meeting of the board of directors / resolutions of the sole director] of  
<<Company Name>> Limited (Company Number <<Company Number>>) on <<Date>> at <<Time>>.

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

#### [1. CHAIRMAN]

[It was resolved that <<Name>> was appointed Chairman of the Company and  
<<Name>> took the chair of the meeting.]

#### [2. NOTICE AND QUORUM]

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

#### [3. DECLARATIONS OF INTERESTS]

[Each director present at the meeting declared that they did not have any] OR [confirmed that they did not have any] direct or indirect interests in the Company or in any of the matters to be considered at the meeting which they were required to declare under section 177 of the Companies Act 2006 and the Company's articles of association.]

#### 4. BUSINESS [OF THE MEETING] [AS AGED] [BY THE CHAIRMAN / DIRECTOR]

The chairman] OR [sole director] reported that the Company had not purchased its own shares for the purposes of or pursuant to an employees' share scheme since the last meeting and that the Company was in accordance with section 693A of the Companies Act 2006.

#### 5. DOCUMENTS PRODUCED TO THE BOARD OF DIRECTORS / THE SOLE DIRECTOR]

<sup>1</sup> Paragraphs 1 to 3 and 8 are not required to be included in the minutes if there is only one director because there will not be a meeting.

There was produced to the meeting the Company ([Written] Resolution

“That the Company be and is hereby authorised to exercise its powers under section 693A of the Companies Act 2006 and the Company's Articles of Association for the purposes of or pursuant to an employee share scheme on the following basis:

- (a) **EITHER** [Shares of any class or classes of the following class or classes of shares of the Company may be purchased] **OR** [Only shares of the following class or classes of shares of the Company may be purchased: <<Details>>].
- (b) The following conditions shall apply to the purchase of shares: <<Details>>.
- (c) The maximum number of shares that may be acquired is <<Number>>.
- (d) The maximum price that may be paid for shares is £<<Amount>> and the minimum price that may be paid for shares is <<Amount>>.<sup>2</sup>
- (e) This resolution expires on <<Date>>.
- (f) [The Company may make purchases of own shares before the date stated above that will or may partly be before that date.]
- (g) Any one director for the time being authorised on behalf of the Company to enter into a contract on its behalf to exercise the powers of the Company thereunder.”

## 6. RESOLUTION

After consideration of the matters referred to in the Notice of Meeting, IT WAS RESOLVED to instruct the [Chairman] to [convene a general meeting by notice to every eligible member of the Company and the Company's Articles of Association, if thought fit, passing the ordinary resolution set out in the Notice of Meeting, identification initialled by the chairman of the meeting.]

## 7. FILING

The [chairman] **OR** [sole director] to arrange for the [Written] Resolution to be filed at the Companies' House within 15 days.<sup>4</sup>

## [8. CLOSE

There was no further business and the meeting was closed. ]

<sup>2</sup> The maximum or minimum price for the purchase of shares (b) providing a basis or formula for calculation at the person's discretion or opinion).

<sup>3</sup> This date must not be later than five years after the resolution is passed.

<sup>4</sup> This ordinary resolution is one of a list of resolutions that must be filed at the Companies' House.

any resolution of the members of the Company.

to section 693A of the Companies Act 2006 and the Company's Articles of Association for the purposes of or pursuant to an employee share scheme on the following basis:

may be purchased] **OR** [Only shares of the following class or classes of shares of the Company may be purchased: <<Details>>].

**OR** [<<Details>>].

be acquired is <<Number>>.

ares is £<<Amount>> and the minimum price that may be paid for shares is <<Amount>>.<sup>2</sup>

of own shares before the date stated above that will or partly after that date.]

authorised to enter into a contract on its behalf to exercise the powers of the Company thereunder.”

(1) of the Companies Act 2006, IT WAS RESOLVED to instruct the [Chairman] to **OR** <<Name>> to **EITHER** [convene a general meeting by notice to every eligible member of the Company and the Company's Articles of Association, if thought fit, passing the ordinary resolution set out in the Notice of Meeting, identification initialled by the chairman of the meeting.]

Secretary] **OR** <<Name>> to arrange for the [Written] Resolution to be filed at the Companies' House within 15 days.<sup>4</sup>

declared that the meeting was closed. ]

(a) specifying a particular sum or price (but without reference to any other resolution of the members of the Company).

ch the resolution is passed. resolutions that must be filed at the Companies' House.

.....  
[Chairman] **OR** [Director]

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