

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

[Minutes of a meeting of the board of directors (or resolutions of the sole director] of
<<Company Name>> Limited (the "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>> 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 INTEREST

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 any business transactions that were 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. BONUS ISSUE

[The Chairman/It was] reported that the Company had received <<Details of proposals for bonus issue >>, it was
proposed that the Company carry out the bonus issue on the terms of the proposed resolution
set out below.

5. ARTICLES OF ASSOCIATION

¹ Paragraphs 1 to 3 and 11 are not required if the Company is a private company because there will not be a meeting.

It was noted that pursuant to article 1 of the Company's articles of association, the Company was permitted, subject to the approval of its ordinary resolution, to capitalise its profits and any sum standing to the credit of its share premium account or capital redemption reserve in order to pay dividends.

6. SUFFICIENT [PROFITS] [RESERVES] TO COVER SHARES TO BE ISSUED >>]

[The Chairman/It was] reported that the Company had sufficient [profits] [reserves] to cover a bonus issue of [<< £ amount >>] shares to be issued >>] multiplied by the nominal value of [<< amount >>] multiplied

7. ORDINARY RESOLUTION

After consideration of the matters referred to in the notice of the meeting, IT WAS RESOLVED to [convene a general meeting to be held on << date >>] approved by the members] OR [circulate the resolution for their consideration and signature as a written resolution]

That the sum of £<< amount >> (being the sum of the profits and reserves standing to the credit of the << name of the reserve account >> account) be capitalised and be distributed among the holders of the << number >> shares of the Company included in the Register of Members as at the date of the passing of this resolution in the proportion in which they would have been entitled to receive such sum had it been distributed by way of dividend and be applied by [<< name of the reserve account >>] << number >> Ordinary Shares of £<< amount >> each in the Company as fully paid to such members in the proportions aforesaid and that the Company be and be directed to give effect to this resolution and to allot any Ordinary Shares in such manner as they may determine.

8. ADJOURNMENT

The meeting was adjourned so that the resolution to the eligible members could be held] and the relevant resolution could be sent as a written resolution to the eligible members of the company.

The meeting was reconvened when the resolution had been passed [as a written resolution] and the relevant resolution could be sent as a written resolution to the eligible members of the company.

9. FILING

The [Chairman] [sole director] instructed the [Company Secretary] OR [<< NAME >>] to file Form SH01 (Return of Allotment of Shares) with the Registrar of Companies within the relevant time period for filing.

10. REGISTER OF MEMBERS

The [Chairman] OR [sole director] instructed the [Company Secretary] OR [<< NAME >>] to update the register of members and to issue new share certificates and cancel old share certificates as necessary.

² This wording has been taken from the Model Articles for Companies Limited by Guarantee. It will need reviewing if a company has different articles.

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y's articles of association, the Company was permitted, subject to the approval of its ordinary resolution, to capitalise its profits and any sum standing to the credit of its share premium account or capital redemption reserve in order to pay dividends.²

cient [profits] [reserves] to cover a bonus issue of [<< £ amount >>] shares to be issued >>] multiplied

(1) of the Companies Act 2006, IT WAS RESOLVED to [convene a general meeting to be held on << date >>] approved by the members] OR [circulate the resolution for their consideration and signature as a written resolution]

standing to the credit of the << name of the reserve account >> account) be capitalised and be distributed among the holders of the << number >> shares of the Company included in the Register of Members as at the date of the passing of this resolution in the proportion in which they would have been entitled to receive such sum had it been distributed by way of dividend and be applied by [<< name of the reserve account >>] << number >> Ordinary Shares of £<< amount >> each in the Company as fully paid to such members in the proportions aforesaid and that the Company be and be directed to give effect to this resolution and to allot any Ordinary Shares in such manner as they may determine.

could be sent as a written resolution to the eligible members of the company.

reported that the ordinary resolution had been passed [as a written resolution] and the relevant resolution could be sent as a written resolution to the eligible members of the company.

secretary] OR [<< NAME >>] to file Form SH01 (Return of Allotment of Shares) with the Registrar of Companies within the relevant time period for filing.

Company Secretary] OR [<< NAME >>] to update the register of members and to issue new share certificates and cancel old share certificates as necessary.

² This wording has been taken from the Model Articles for Companies Limited by Guarantee. It will need reviewing if a company has different articles.

[11. CLOSE

There was no further business and the Chairman declared that the meeting was closed.]

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[Chairman] **OR** [Sole Director]

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