SAMPLE

NAME>> LIMITED
ompany Registration No.>>)

[Minutes of a meet ectors**] OR [**Resolutions of the sole director**]** of <<Company Name pany") held at <<Location>> on <<Date>> at <<Time>>.

PRESENT:		POSITION
	>	Director
	>>**]**	**[**Director**]**
	>>**]**	**[**Director**] [**Secretary**]**
[IN ATTENDANCE		
[APOLOGIES FO RECEIVED FROM		

1. **[**CHAIR

It was resolved tha lected as chair of the Company and <<Name>> took the chair of the

2. **[**NOTICE AN

The chair reported t e meeting had been duly given and that a quorum was present. The ch eting was open.**]**

3. **[**DECLARAT

[Each director prese sed in full every**] OR [**confirmed that they did not have any**]** direct or posed arrangements that were to be considered at the meeting which sclose by section 177 of the Companies Act 2006 and the Company's

4. PROPOSED

It was noted that the y a final dividend of [<<£ amount>>] per ordinary share in respect of date>>] to those shareholders registered on the Company's register of business on [<<Date of payment>>] at a total cost of [<<£ amount

[1] Paragraphs 1 to 3 a company only has one director because there will not be a meeting.

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It was further noted odel articles of association for private companies limited by shares s of association [that] require the directors to recommend the pay d to shareholders but that such dividend must be declared by the Co y ordinary resolution. It was proposed that the payment of the divid e Company's available cash resources.

Accordingly, the cha ess of the meeting was to consider and, if thought appropriate, recom e dividend to the shareholder[s] of the Company and seek sharehold end.

5. DOCUMENT MEETING

The following docu he meeting:

a) the Compan e [<< period >>] ended [<< date >>]; and
b) [a draft cop of the Company approving the dividend, such resolution to mbers of the Company in accordance with section 291 of the C
c) [a notice co g of the Company at [<< time >>] on [<< date >>] at [<< addre olution to approve the dividend.]

6. LEGAL REQ POSED DIVIDEND

a) The direct requirements that needed to be complied with for them to r t of the dividend. It was noted that, under the provisions 2006, a company was not permitted to make a distributio vailable for the purpose (being its accumulated, realised p usly utilised by distribution or capitalisation, less its accum far as not previously written off in a reduction or reorganisa).

b) In determ e Company's distributable profits, the directors considere accounts for the [<< period >>] ended [<< date >>], being shed audited accounts sent to the Company's members.

c) It was note uld not be justified by reference to the Company's most rece uld be unlawful and may expose the directors to potential li

d) It was fur the statutory tests were satisfied, the directors needed to nt of the dividend would be unlawful if it was paid out of cap ly foreseeable having regard to the whole of the Company' ctual and contingent liabilities inherent in that business, cause the Company to be unable to pay its debts as they fe fied themselves that this was not the case.

7. CONSIDER COUNTS AND FINANCIAL POSITION

a) The director mpany's annual accounts. It was noted that these had been se ntained an unqualified report from the Company's

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auditors.[2]

b) The directo pany's accounts showed profits available for distribution a heet Date>>] of [<<£ amount>>].

c) It was confir OR distributions in the sum of <<£ amount>> had been made e Sheet Date>>].

d) The director fitability of the Company and that the distributable profits of th ed by the relevant items shown in the annual accounts, w e payment of the dividend. The directors were satisfied tha ce Sheet Date>>, the Company had not incurred losses that f reducing the Company's profits available for distribution.

e) The director ed the effect that the dividend would have on the Company's they fell due, having regard to the entirety of the Company's l and contingent liabilities (present and future) inherent in t rs confirmed that even after the payment of the dividend, the e to be able to meet its debts as they fell due.

8. RECOMME

The Directors there THAT,

after having satisfi payment of any dividend would not affect the Company's ability t ts as they fall due, they recommend the payment of [an immediate] amount>>] per ordinary share in respect of [<<Company's year areholders registered at the close of business on [<<Date of payment

9. ORDINARY

After consideration d to above and the matters referred to in section 172(1) of the Comp RESOLVED to **[**convene a general meeting at which the following ved by the members**]** OR **[**circulate the following resolution consideration and signature as a written resolution**]**:

To declare a final d >] per ordinary share in respect of [<<Company's year end date>>] to stered on the Company's register of members at the close of busines t>>].

10. ADJOURNM

The meeting was a nary resolution could be sent as a written resolution to the elig mpany**]** OR **[**a general meeting of the company could be held**]** and t ssed.

[2] If the annual accounts are mpanies Act 2006, requires the auditor to state in writing, whether in their opinion, the matters ualified are material in determining the legality of the proposed dividend. This must be circ unts are qualified, independent advice should be sought before making a dividend.

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The meeting was re ir/it was**]** reported that the ordinary resolution had been passed **[**a R **[**in general meeting**]** and that a dividend of [<<£ amount>>] per cost of [<<£ amount>>] be paid [immediately] to the member(s) of th e(s) appears on the register of members at the time of the resolutio

11. ADMINISTR

The Company Secr s instructed to take all necessary steps to ensure payment of the divid n of the tax voucher.

12. [CLOSE

There was no furthe the chair declared that the meeting was closed.]

.....
[Chair**] OR [**Sole Di

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