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NAME>> LIMITED

Company Registration No.>>)

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

[Resolutions of the sole director] of <<Company Name>> held at <<Location>> on <<Date>> at <<Time>>.

PRESENT	POSITION
<<Name>>	Director
<<Name>>]	[Director]
<<Name>>]	[Director] [Secretary]
[IN ATTENDANCE]	
[APOLOGIES FOR RECEIVED FROM]	

1. [Chair]

It was resolved that <<Name>> should be elected as chair of the Company and <<Name>>.

2. [Notice And]

The chair reported that notice of the meeting had been duly given to all directors and <<Name>> (in accordance with the Company's articles of association) and the meeting was open.<sup>1</sup>

3. Company F

It was reported that <<Name>> was incorporated on <<Insert date>> with Company Number: <<Number>> and that these are its first board minutes.

4. Declaration

Each director <<Name>> [disclosed in full every] OR [confirmed that they did not have a material interest in the proposed arrangements that were being considered] which they were required to disclose by section 177 of the Company's articles of association.

5. Documents

The following documents were presented to the meeting] OR [considered]:  
a) The <<Name>>;  
b) A copy of the articles of association of the Company filed at Companies

<sup>1</sup> Paragraphs 1, 2 and 20 apply only if the Company has one director because there will not be a meeting.

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- c) A copy of the Memorandum of Association of the Company filed at Companies House.
6. **Company Name**
- It was noted that the proposed name of the Company is in compliance with the implementation of certain measures of the Economic Crime and Corporate Transparency Act 2023 (ECCTA), the restrictions on company name choice and specifically it is prohibited to use names that are likely to be dishonest or deceptive, names suggesting a (non-) government or authority and names containing the Company's name does not contain any such
- [It was further noted that the Company would trade under the name, <<Insert relevant trade name>>]
7. **Appropriate Address**
- It was noted that the proposed address of the Company is situated at:
- <<Insert relevant address>>
- It was further noted that in compliance with the ECCTA, the updated rules for registered companies must have an appropriate address. This is an address that can be expected to come to the attention of the company and any documents sent to this address can be received by the company. It was confirmed that the Company's address meets these requirements.
8. **Registered Email Address**
- It was noted that in compliance with the ECCTA, there is a requirement for all companies to have an appropriate email address to allow the Registrar to contact the company.
- The Company's proposed email address was <<Insert email address>>, and that this email address meets the requirements of the ECCTA.
9. **Confirmation of Lawful Activities**
- It was noted that in compliance with the ECCTA, on incorporation a company must confirm that its activities are lawful, and that this confirmation must be included in the company's incorporation statement.
- The Company's proposed confirmation statement is that its shareholders have confirmed that the Company has confirmed that its future activities will continue to be lawful.
10. **Directors**
- It was noted that the proposed directors of the Company are:
- <<Insert relevant details of directors>>
- <<Insert relevant details of directors>>
- <<Insert relevant details of directors>>
- <<Insert relevant details of directors>>

<sup>2</sup> Check that all proposed directors are natural persons. Note that there will be restrictions on corporate directors to be included in the company's directors if all the proposed directors are natural persons, those natural persons will also be subject to the directors' identity verification requirements. All corporate directors must also be UK companies or registered entities, overseas corporate entities.

It was further resolved that the director had given their consent to act and is not disqualified from acting as a director.<sup>3</sup>

11. **Company Secretary**

It was noted that the company secretary has been appointed <<Insert relevant name>> to act as company secretary and has given their consent to act.<sup>4</sup>

12. **Share Capital**

It was noted that the share capital of the Company was £<<Insert relevant amount>> divided into <<Insert relevant number>> ordinary shares of £<<●>> each and that the capital has been fully paid up by the subscriber(s) to the memorandum of association.

The Chair resolved that the shares of £<<●>> in the following proportions(s):

Name	Number of shares	Share Class
<<●>>	<<●>>	Ordinary £<<●>> shares of £<<●>> each fully paid
<<●>>	<<●>>	Ordinary £<<●>> shares of £<<●>> each fully paid
<<●>>	<<●>>	Ordinary £<<●>> shares of £<<●>> each fully paid
<<●>>	<<●>>	Ordinary £<<●>> shares of £<<●>> each fully paid

It was resolved that the subscriber(s) be entered into the Company's register of members, that the share certificate(s) should be signed by the subscriber(s) and witnessed by a witness and issued to each subscriber.

It was noted that the subscribers are disqualified from acting as directors.

13. **Register of Directors**

**EITHER**

It was resolved

**OR**

It was resolved that the register of directors has been/will need to be updated.

Name	Address	Level of Control
<<●>>	<<●>>	<<●>>

<sup>3</sup> Under the ECCTA it will not be possible to disqualify a director if the grounds for disqualification have been added, including grounds for persistent breaches of filing requirements (once introduced) and certain other breaches of the Companies Acts.

<sup>4</sup> There is no requirement for a company to appoint a secretary, but it is useful, and many private companies will want to appoint one.

<sup>5</sup> The ECCTA will in due course require companies to maintain a register of persons with significant control (PSCs). This information will simply be provided to Companies House. Individual companies may wish to maintain their own internal PSC register, but this is not a statutory requirement to do so.

<<•>>	<<•>>
<<•>>	<<•>>

It was further noted that none of the directors.

#### 14. **Accountants & Auditors**

It was resolved that the Company <<Insert name>> as accountants of the Company.

##### **EITHER**

[It was resolved that <<Insert name>> of the Company].

##### **OR**

[It was resolved that as the Company is exempt from an audit exemption and therefore it

#### 15. **Accounting Reference Date**

It was resolved that the Company's accounting reference date shall be <<Insert date>> each year.

#### 16. **Execution of Documents**

It was resolved that any documents shall be validly executed when:

- a) signed on behalf of the Company by the company secretary]; or
- b) signed by any director of the Company in the presence of the signature; or
- c) the Company seal is affixed to the document.

#### 17. **Bank**

It was resolved that the Company shall open a bank account with <<Insert bank details>>. It was further resolved that the form of mandate (presented to the bank and attached to these minutes) be duly passed and signed by the signatures of each of the signatories.

#### 18. **[HMRC Registration**

It was resolved that the Company shall register with HMRC for VAT, payroll and Corporation Tax purposes.]<sup>8</sup>

#### 19. **Next Meeting**

It was agreed that the next meeting shall be held on <<Insert date>>.

<sup>6</sup> The ECCTA will tighten up on companies being able to claim exemption from audit will have to include on its balance sheet confirming that the company qualifies for it. The requirement will be with additional evidence to take stronger enforcement action.

<sup>7</sup> Section 43 Companies Act 2006, states that a simple contract may be made on behalf of the company by any person acting under its authority, on behalf of the contracting company or other authorised signatory. However, for requirement, companies may prefer to use the execution of documents to provide more evidential certainty or for risk management reasons.

<sup>8</sup> Consider what the company should be registered for with HMRC.

<<•>>
<<•>>

disqualified from acting as

accountants & address>>

> be appointed as auditors

entity, the Company will claim an audit exemption and therefore it appoint auditors.]<sup>6</sup>

up to <<Insert date>> each

ny shall be validly executed

ors [or any director and the

ce of a witness who attests

ccount with <<Insert bank details>>. It was further resolved that the form of mandate (presented to the bank and attached to these minutes) be duly passed and signed by the signatures of each of the signatories.

HMRC for VAT, payroll and

s shall be held on <<Insert date>>.

provide that a company claiming exemption from audit will have to include on its balance sheet identifying the relevant exemption and the company will provide the Registrar with additional evidence to take stronger enforcement action.

ny by writing under its common seal or on behalf of the company by any person acting under its authority, on behalf of the contracting company or other authorised signatory. However, for requirement, companies may prefer to use the execution of documents to provide more evidential certainty or for risk management reasons.

the necessary tax advice.

date>>.

20. **[Close**

There being chair declared that the meeting was closed.]

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[Chair] **OR** [Sole Di

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