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[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	NAME	POSITION
	<<Name>>	Director
	[Director]	[Director]
	[Director]	[Director] [Secretary]
[IN ATTENDANCE:]		
[APOLOGIES FOR ABSENCE RECEIVED FROM:]		

[1. CHAIRMAN

It was resolved that <<Name>> be elected 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 then declared 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 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] [OF THE COMPANY] [OF THE DIRECTOR]

The [chairman] OR [sole director] reported that the business of the meeting was to create the
office of Associate Director.

¹ Paragraphs 1 to 3 and 6 are not required if the Company has one director because there will not be a meeting.

5. RESOLUTIONS

- 5.1 After consideration of the minutes of the meeting held on 172(1) of the Companies Act 2006, IT WAS RESOLVED that the following full-time executives of the Company be appointed as Associate Directors for certain full-time executives of the Company to be on the following terms:-
- 5.1.1 The persons so appointed shall become statutory Directors of the Company as specified in the Association of the Company and in the Companies Act 2006. They may at any time remove from office any person so appointed. The removal would not per se terminate any employment. An Associate Director will not be an employee of the Company or of any subsidiary.
- 5.1.2 An Associate Director shall be entitled to attend and/or speak at meetings of the Directors and under no circumstances shall he/she be entitled to vote at any such meeting.
- 5.1.3 The Directors may from time to time limit and vary the powers, duties and functions of Associate Directors but the Associate Directors shall not be authorised to carry out, exercise or discharge any of the functions in relation to the affairs of the Company except as authorised by the Directors and under no circumstances shall they hold themselves out as statutory Directors of the company. The Directors may from time to time determine the remuneration (if any) to be paid to the Associate Directors or any of them for their services as such.
- 5.1.4 The office of Associate Director shall be a full-time executive of the Company (not being a full-time executive of the Company) from time to time. Unless otherwise agreed, the Company may further or additional Associate Directors at any time shall be appointed on the same terms as those set out above.
- 5.1.5 <<Include any other terms and conditions relevant to the appointment and role of the Associate Director>>
- 5.2 IT WAS FURTHER RESOLVED that the persons appointed as Associate Directors as specified above and IT WAS RESOLVED that their written consent to their appointment be obtained (including an undertaking not to hold themselves out as statutory Directors of the Company):

NAME	

[6. CLOSE

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

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[Chairman] **OR** [Director]

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