

<<C  
(Company nu  
TED  
ration No.>>)

Minutes of a meeting of the <<Company Name>> Limited (the  
"Company") held at <<Location>> <<Company Name>> Limited (the  
e>>).

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

#### 1. CHAIRMAN

It was resolved that <<Name>> as chairman of the Company and  
<<Name>> took the chair of the

#### 2. NOTICE AND QUORUM

The chairman reported that suff  
quorum was present. The chair  
ing had been duly given and that a  
eting was open.

#### 3. DECLARATIONS OF INTEREST

Each director present at the me  
have any] direct or indirect inter  
at the meeting which they were  
2006 and the Company's articles  
ery] OR [confirmed that they did not  
gements that were to be considered  
section 177 of the Companies Act

#### [4. BUSINESS OF THE MEETING

The chairman reported that the  
was to consider and approve:

- (i) the circulation of written  
obtain shareholder appro  
mbers of the Company in order to  
proposed allotment of shares in the

<sup>1</sup> This resolution can be passed as either  
For small private companies it is more  
shareholders in a general meeting.  
resolutions.

Company, namely (a) an authority to allot shares in the Company up to an aggregate nominal amount of £ [1 each] in accordance with section 551 of the Companies Act 2006; and (b) a special resolution to disapply the pre-emption rights under section 561 of the Companies Act 2006; and

authorise the directors to allot shares in the Company up to an aggregate nominal amount of [ <<Amount>>] in accordance with section 551 of the Companies Act 2006; and (b) a special resolution to disapply the pre-emption rights under section 561 of the Companies Act 2006; and

(ii) the proposed allotment of shares in the Company of £ [1 each] in the capital of the Company.

table of applications below.]

**5. DOCUMENTS PRODUCED TO THE MEETING**

There was produced to the Meeting the following documents:

of £ [1 each] in the capital of the Company.

(i) the following applications for shares in the Company:

Name	No of Shares Of £[1 each]	Application	Share certificate numbers
<< >>	<< >>		<< >>
<< >>	<< >>		<< >>

(ii) [forms of written resolution of the Company (a) under section 551 of the Companies Act 2006 to allot shares in the Company up to an aggregate nominal amount of £ [1 each] in the capital of the Company; that authority as if section 561 of the Companies Act 2006 did not apply to the relevant allotment.]

the Company to enable the directors, (a) to allot shares in the Company up to an aggregate nominal amount of £ [1 each] in the capital of the Company; and (b) allot shares pursuant to the authority as if section 561 of the Companies Act did not apply to the relevant allotment.]

**[6. RESOLUTIONS]**

After consideration of the matter referred to in paragraph 5 above, the following resolutions were passed:

72(1) of the Companies Act 2006,

IT WAS RESOLVED AS FOLLOWS:

- I. to approve the written resolutions of the Company produced to the meeting; and
- II. to send the written resolutions of the Company to every member of the Company for approval.

produced to the meeting; and every member of the Company for approval.

The meeting was then adjourned to reconvene at a date to be determined by the members of the Company.]

resolutions could be circulated to the members of the Company.]

**7. ALLOTMENT AND ISSUE OF SHARES**

[The meeting then reconvened and the following resolutions had been unanimously approved:

Chairman reported that [the written resolutions of the Company]

- I. [the directors were duly authorised to allot shares in the Company up to an aggregate nominal amount of £ [1 each] in the capital of the Company;
- II. [the directors were duly authorised to allot shares in the Company up to an aggregate nominal amount of £ [1 each] in the capital of the Company as if the pre-emption rights under section 561 of the Companies Act 2006 did not apply;]
- III. [subject to the receipt by the Company of the subscription monies, the shares]

shares in the Company up to an aggregate nominal amount of £ [1 each] in the capital of the Company as if the pre-emption rights under section 561 of the Companies Act 2006 did not apply;] subject to the receipt by the Company of the subscription monies, the shares

- IV. appearing against the name of the applicant at par [at a premium of £ [ ]
- V. share certificates are prepared and are allotted to that applicant at as fully [partly] paid; issued accordingly; and
- V. the register of members

**8. FILING**

The [chairman] instructed [the Company Secretary] <<Name>> to:

- (i) file Form SH01 (Return of particulars of directors) at Companies House within one month and make all entries in the Companies Register as necessitated by the business of the Meeting; and
- (ii) file a print of the ordinary resolution and special resolution as described above with Companies House

**9. CLOSE**

There was no further business to be transacted and the meeting was closed.

.....  
Chairman

S

A

M

P

L

F