

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

[Minutes of a meeting of the board of directors / resolutions of the sole director] of <<Company Name>> Limited (Company number <<Company Number>> and Registration No. <<Registration Number>>) on <<Date>> at <<Time>>.

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

#### [1. CHAIR]

[It was resolved that <<Name>> was appointed as Chairman of the Company and <<Name>> took the chair of the meeting.]

#### [2. NOTICE AND QUORUM]

[The chair reported that sufficient notice had been duly given and that a quorum was present. The chair declared the meeting open.]

#### [3. DECLARATIONS OF INTERESTS]

[Each director present at the meeting declared that they did not have any] direct or indirect interests in any business transactions 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. RESIGNATION AND APPOINTMENT OF SECRETARY

There was produced to the meeting a written resignation of <<Name of outgoing secretary>> resigning from the office of secretary of the Company.

It was noted that whilst the Company does not currently have a company secretary, it is in the best interests of the Company to do so.

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

specific legal requirements as to the Secretary of the Company's articles of association] to determine.

It was noted that << Name of incoming secretary >> has indicated [his/her] willingness to act as the new secretary, is considered suitable for the position.

IT WAS RESOLVED that << Name of incoming secretary >> be appointed as the new secretary of the Company with immediate effect.

In accordance with the terms of the Company's articles of association ("SBEE"), the Company will confirm the appointment of << Name of incoming secretary >> as the secretary of the Company. The appointment will be recorded in the Company's register of secretaries on form [AP03][AP04].

secretary [nor anything in the Company's articles of association] matter is for the directors to determine.

<< Name of incoming secretary >> has indicated [his/her] willingness to act as the new secretary, is considered suitable for the position.

<< Name of incoming secretary >> be appointed as the new secretary of the Company with immediate effect.

In accordance with the terms of the Company's articles of association ("SBEE"), the Company will confirm the appointment of << Name of incoming secretary >> as the secretary of the Company. The appointment will be recorded in the Company's register of secretaries on form [AP03][AP04].

## 5. FILING

The [chair] OR [sole director] instructs the Secretary to:

- (a) file Form TM02 at Companies House within 14 days of the resignation in respect of << Name of outgoing secretary >>.
- (b) file Form [AP03][AP04] at Companies House within 14 days of this board meeting in respect of << Name of incoming secretary >>.
- (c) make all necessary company secretarial returns on behalf of the Company as required by the SBEE;
- (d) record the resignation and appointment of << Name of incoming secretary >> in the company's register of secretaries;
- (e) [make all necessary administrative arrangements for the company's bank mandates and any other relevant mandates as required by the SBEE].

Secretary] OR [<< Name >>] to:

<< Name of outgoing secretary >> within 14 days of the resignation in respect of << Name of outgoing secretary >>.

<< Name of incoming secretary >> within 14 days of this board meeting in respect of << Name of incoming secretary >>.

make all necessary company secretarial returns on behalf of the Company as required by the SBEE;

record the resignation and appointment of << Name of incoming secretary >> in the company's register of secretaries;

[make all necessary administrative arrangements for the company's bank mandates and any other relevant mandates as required by the SBEE].

## [6. CLOSE

There was no further business and the meeting was closed.]

It was agreed that the meeting was closed.]

.....  
[Chair] OR [Director]

.....  
Chair

<sup>2</sup>Form AP03 should be used for an individual secretary.

<sup>3</sup>Form AP03 should be used for an individual secretary.

AP04 should be used for a corporate secretary.

AP04 should be used for a corporate secretary.