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tration No.>>)

Minutes of a meeting of the board of directors of <<Company Name>> Limited (Company)  
held at <<Location>> on <<Date>>

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

#### 1. CHAIRMAN

It was resolved that <<Name>> 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 reported that 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's affairs that were 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. PURPOSE OF THE MEETING

The chairman reported that the purpose of the meeting was to appoint a committee of the board (the Committee) to which the chairman would delegate certain of its powers and decisions for the purposes of <<insert>>.

#### 5. APPOINTMENT OF COMMITTEE

The chairman noted that << insert >> in the model articles >> of the

Company's articles of association committee. It was noted that the C member>>, <<insert name of member>> (the Committee Members).

[The chairman then reported that<sup>1</sup>:

- the Committee must act in accordance with the terms of reference for regulating the conduct of directors; and
- the authority of the Committee being <<insert relevant details>>]

## 6. RESOLUTION

IT WAS THEREFORE RESOLVED

The Committee be formed and that the members be appointed to the Committee to fulfil the purpose for which they were formed as set out in these minutes and to do all such acts and things as may be necessary or desirable to fulfil its purpose [until such date as its authority expires]

## 7. CLOSE

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

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Chairman

<sup>1</sup> If it is proposed that the Committee will have a fixed term of office and/or a long stop date, these should be stated here.

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the board's decisions to a committee consisting of a group of up to <<insert name of member>> (the Committee Members).

the terms of reference>> established by the board of directors; and

the purpose of the Committee being <<insert relevant details>>]

members be appointed to the Committee to fulfil the purpose for which they were formed as set out in these minutes and to do all such acts and things as may be necessary or desirable to fulfil its purpose [until such date as its authority expires]

the chairman declared that the meeting was closed.

the committee will have a fixed term of office and/or a long stop date, these should be stated here.