

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

[Minutes of a meeting of the board of directors of the sole director] of  
<<Company Name>> Limited (the Company) at <<Location>> on <<Date>> at  
<<Time>>.

PRESENT:		POSITION
		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 confirmed that the meeting was open.]

#### [3. DECLARATIONS OF INTEREST

[Each director present at the meeting has declared that they do 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

It was noted that the UK Government has introduced legislation in the form of the Corporate  
Insolvency and Governance Act 2020 to address certain difficulties faced by UK  
companies as a result of the COVID-19 pandemic which included amongst other things,

<sup>1</sup> Paragraphs 1 to 3 and 6 are not required to be included in the minutes of a meeting as one director because there will not  
be a meeting.

changes to the holding of general meetings and a time extension for the filing of certain documents.

[annual general meetings] and a time extension for the filing of certain documents.

In relation to each of these matters the following relevant points:

the following relevant points:

a) General Meetings [and Annual General Meetings]

Provisions under the Act [and Regulations] relating to general meetings and [shareholders'] legal rights to participate fully in meetings and to vote in respect of any matter relating to the Company would pass a resolution in respect of any matter relating to an annual general meeting or to general meetings [including participation in and timing of, the sending of documents relating to the relevant meeting, even if these conflict with the Company's articles of association].

Companies to hold [annual general meetings] and a time extension for the filing of certain documents. It was noted that to the extent possible, the Company would pass a resolution by way of written resolution, but if a general meeting [or the holding of an annual general meeting] was required, the Company would make use of the provisions relating to general meetings [including participation in and timing of, the sending of documents relating to the relevant meeting, even if these conflict with the Company's articles of association].

The directors noted how important it was for shareholders to participate fully in meetings and to vote between members. The directors committed to ensure that the Company would take all steps available to ensure that the Company's engagement possible in the future.

of shareholders' legal rights to participate fully in meetings and to vote between members. The directors committed to ensure that the Company would take all steps available to ensure that the Company's engagement possible in the future.

b) Company Filings

Provisions under The Companies Act 2006 (Temporary Modifications) Regulations 2020 allow for the temporary extension of the deadline for certain filings, including the filing of confirmation statements, as changes in directors or other officers of the Company would take place during the Regulations.

ing Requirements) (Temporary Modifications) Regulations 2020 allow for the temporary extension of the deadline for certain filings, including the filing of confirmation statements, as changes in directors or other officers of the Company would take place during the Regulations.

It was further noted that these measures were in effect and time limited.

in effect and time limited.

## 5. RESOLUTIONS

After consideration of the matters discussed, IT WAS RESOLVED THAT:

(1) of the Companies Act 2006, IT WAS RESOLVED THAT:

The Company considers that it is appropriate to use the Act and Regulations to add to the Company's articles of association to deal with the pandemic.

the Company to take advantage of the provisions arising out of the COVID-19 pandemic.

The Company further directed that the directors should in relation to these decisions so far as possible, and to general meetings and changes to the Company's articles of association.

Company secretary/administrator to ensure that the Company is managed accordingly.

## [6. CLOSE

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

an declared that the meeting was closed.

<sup>2</sup> Annual general meeting provisions will not apply to SME private companies but may be applicable to some if there is a specific requirement for an AGM.

at SME private companies but may be applicable to some if there is a specific requirement for an AGM.

closed.]

.....  
[Chairman] **OR** [Sole Director]

S  
A  
M  
P  
L  
E