

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

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

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

[1. CHAIR]

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

[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. [The meeting was open.]

[3. DECLARATIONS OF INTEREST]

[Each director present at the meeting declared that they did not have any] direct or indirect interests in any matter 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. [OR] [confirmed that they did not have any such interests that were to be considered at the meeting.]

4. SHAREHOLDER GENERAL MEETING

It was noted that the coronavirus pandemic has had an impact on the Company's ability to hold shareholder meetings. It was further noted that the legal provisions permitting closed shareholder meetings were suspended on 30th March 2021. Even with the easing of restrictions and social distancing measures, it was noted that there may be ongoing

¹ Paragraphs 1 to 3 and 9 are not required to be included in the minutes because there will not be a meeting. [There is one director who is not resigning]

complications holding shareholder meetings. It was therefore considered in the best interests of the company to hold shareholder general meetings going forward on a virtual basis. It was explained that as there remains legal uncertainty over the validity of virtual general meetings, the most practical way for a company to proceed is to hold a hybrid meeting.

It was further explained that as section 86(1) of the Companies Act 2006 requires the notice of a general meeting to state the time and place of the meeting, as to whether a meeting held pursuant to the notice meets the "place" requirement. Unless a company's articles of association prohibit virtual attendance at meetings or require shareholders to be physically present at meetings, it is generally however considered that a company may hold a hybrid meeting.

A hybrid meeting is a meeting that is held at a physical location and electronically, allowing shareholders to attend either in person or virtually. For a hybrid meeting to be valid, it was explained that shareholders must be able to participate on an equal basis.

It was noted that to the extent possible, the company should pass all shareholder resolutions by way of written resolution, but in the event that a general meeting [or the holding of an annual general meeting] is required, the company should hold a hybrid meeting.

It was further explained that [EITHER the company's articles of association prohibiting virtual attendance at meetings to count as attending OR the Companies Act 2006 permit it to hold virtual and/or hybrid meetings].

5. DOCUMENT[S] [PRODUCED BY THE COMPANY] OR [CONSIDERED BY THE SOLE DIRECTOR]

The following document[s] then were presented:

A draft notice of a general meeting of the company, containing the following resolution(s) (such notice convening the meeting in accordance with the provisions of the Companies Act 2006 and the Company's articles of association):

<< Insert wording of Ordinary or Special Resolution >>

[<< Other >>]

6. RESOLUTIONS

After consideration of the matters presented, the company WAS RESOLVED to instruct [the directors] to convene a general meeting in accordance with the provisions of the Companies Act 2006 and the Company's articles of association on short notice, for the purpose of considering and, if thought fit, passing the [ordinary] and/or [special] resolution(s) identified by the chair.

7. ADJOURNMENT

- (a) [The meeting was] OR [the meeting was not] adjourned so that a general meeting of the company could be held.

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5. DOCUMENT[S] [PRODUCED BY THE COMPANY] OR [CONSIDERED BY THE SOLE DIRECTOR]

document[s] then were presented: [considered]:

meeting, containing the following resolution(s) (such notice convening the meeting in accordance with the provisions of the Companies Act 2006 and the Company's articles of association):

(1) of the Companies Act 2006, IT WAS RESOLVED to instruct [<<Name>>] to convene a general meeting in accordance with the provisions of the Companies Act 2006 and the Company's articles of association on short notice, for the purpose of considering and, if thought fit, passing the [ordinary] and/or [special] resolution(s) identified by the chair.

- adjourned so that a general meeting of the company could be held and/or [special] resolution(s)

passed.

- (b) [The meeting was recorded after the events in the minutes] **OR** [The sole director reported] **OR** [The sole director reported that the [ordinary] and/or [special] resolution(s) had been passed.]

8. FILING

The [chair] **OR** [sole director] instructed the [secretary] **OR** <<Name>> to file the following at Companies House with the following documents:

- a) Copy of the [ordinary] and/or [special] resolution(s).
- b) [<< Other >>].

[9. CLOSE

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

.....
[Chair] **OR** [Sole Director]