

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

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

PRESENT:

POSITION

Director

[Director]

[Director][Secretary]

[IN ATTENDANCE:]

[APOLOGIES FOR ABSENCE
RECEIVED FROM:]

[1. CHAIR

It was resolved that <<Name>>w of the Company and <<Name>>
took the chair of the meeting.]

[2. NOTICE AND QUORUM

The chair reported that sufficient had been duly given and that a
quorum was present. The chaired as open.]

[3. DECLARATIONS OF INTERES

[Eachdirector present at the meet ry]OR[confirmed that they did not
have any] direct or indirect interes ements that were to be considered
at the meeting which they were r ection 177 of the Companies Act
2006 and the Company's articles d

4. APPOINTMENT OF DIRECTOR

It was considered that the Compan l director[s] [in order to<<insert
reason to appoint new director(s)>

It was resolved that << Name >>[a een proposed as [a] candidate[s]
by <<Insert name of existing direct his/her]OR[their] willingness to
act as [a] director[s] of the Compa

In accordance with the terms of th rise and Employment Act 2015
("SBEE"), the Company confirmed << Name >>] [has/have] consented
to act as [a] director[s] of the Com will confirm such appointment[s]
as required with the Registrar of C

S

In accordance with the Company's director by either board or shareholder

the Company may appoint a new

EITHER²

It was further resolved that << Name >> as an additional Director[s] of the C

be and [is/are] hereby appointed effect.

OR

It was further resolved that a written << Name >>[and << Name >>] as

of directors is passed to appoint of the Company.

OR

It was further resolved that the Co Chapter 2 of Part 13 of the Compa sent to each of the Company's sha Company for approval in general r

resolution **EITHER**[pursuant to written resolution procedure to be to every eligible member of the

[5. DOCUMENTS PRODUCED TO

There was produced to the meeting

ts:

- [[a] draft cop[y/ies] of the >>][whose terms of note in
- [[a] draft letter[s] of recom [an]additional Director[s] of

ng to << Name >>[and << Name terms of service contract(s)>>]];⁴

< Name >>[and << Name >>] as

EITHER

- [a draft form of written re Name >>] as [an]additional

to appoint << Name >>[and << any];

OR

- [a draft form of [written] re resolution approving the [an]additional Director[s] of

nders to be passed as an ordinary ame >>[and << Name >>] as

[6.RESOLUTION TO APPOINT N

The directors, having carefully co Companies Act 2006, resolved to

is pursuant to section 172 of the of [directors'/ordinary] resolution

¹ The model articles allow appointment by necessary to check the company's articles

shareholder ordinary resolution. It will be be made.

² The relevant option should be picked de the directors in this board meeting, by a s

will be approved, this may be either by by a shareholders' ordinary resolution.

³ Clauses 5, 6 & 7 should be used if: (i) a se being used, or (ii) a written resolution of proposed. Delete what is not relevant.

ed, (ii) a letter of recommendation is solution of the shareholders is being

⁴ Include if relevant.

⁵ Include if relevant.

A

M

P

L

E

and propose it to every eligible [director] of the Company.

[7. ADJOURNMENT

- a) The meeting was adjourned and a general meeting of the Company could be held, and the resolution passed by the directors' [written] resolution could be sent to every eligible [director] of the Company and passed.
- b) The meeting was reconvened and it was determined that the **EITHER** [resolution had been passed in general meeting or] [written] resolution had been duly passed.]

8. FILING

The [chair] **OR** [Name] instructed the Secretary **OR** [Name] to file form AP01 in respect of [the] **OR** [each] director and make all necessary confirmations and statements on behalf of the Company required by the SBEE.

[The Company Secretary] **OR** [Name] is required to [make a copy of [each] director's service contract available for inspection at the registered office and] update the register of directors and the register of addresses.

[9. CLOSE

There was no further business and the Chair/Secretary declared that the meeting was closed.]

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

S

A

M

P

L

E