

<<C...>> LIMITED  
(Company number <<Company Number>> (Registration No.>>))

[Minutes of a meeting of the board of directors / resolutions of the 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>> acted as chair of the Company and <<Name>> took the chair of the meeting.

2. **[Notice And Quorum]**

The chair reported that sufficient notice of this meeting had been duly given to all directors and that a quorum (as defined in the Company's articles of association) was present. The chair declared the meeting to be open.<sup>1</sup>

3. **Company Formation**

It was reported that the Company was incorporated on <<Insert date>> with Company Number: <<Insert company number>>. These are its first board minutes following incorporation.

4. **Declaration of Interests**

Each director present at the meeting [declared that they had no interests in any proposed arrangements that were being considered at the meeting] OR [confirmed that they were not required to disclose by section 177 of the Companies Act 2006] OR [declared that they had no interests in any proposed arrangements that were being considered at the meeting] OR [confirmed that they were not required to disclose by section 177 of the Companies Act 2006].

5. **Documents [Produced To / Considered By The Sole Director]**

The following documents were [produced to / considered]:

- a) The certificate of incorporation
- b) A copy of the memorandum and articles of association of the Company filed at Companies House

<sup>1</sup> Paragraphs 1, 2 and 20 are not required if the Company is a private company limited by guarantee because there will not be a meeting.

S

House; and

c) A copy of the article of association of the company filed at Companies House.

6. **Company Name**

It was noted that following certain measures of the Economic Crime and Corporate Transparency (ECTA), the restrictions on company name choices has been relaxed. Generally it is prohibited to use names intended to facilitate an offence (inception), names suggesting a (non-existent) connection with a government or authority and names containing a computer code. It was confirmed that the name does not contain any such words or phrases.

[It was further resolved that the company trade under the name, <<Insert relevant trading name>>.]

7. **Appropriate Registered Office**

It was noted that the registered office of the company is situated at:

<<Insert relevant address>>

It was further noted that in accordance with ECTA, the updated rules for registered office addresses mean that the registered office must be an appropriate address. This is one where any document sent to the address is expected to come to the attention of a person acting on behalf of the company. Any documents sent to this address can be recorded by an appropriate person. It was confirmed that the Company's choice of registered office meets the requirements.

8. **Registered Email Address**

It was noted that in accordance with ECTA, there is a requirement for all companies to provide the Registrar with an appropriate email address to allow the Registrar to communicate with the company.

The Company confirmed that the following email address was provided: <<Insert relevant email address>> and that this email address meets the necessary requirements.

9. **Confirmation of Lawful Purpose**

It was noted that in accordance with ECTA, on incorporation a company must confirm that its intended future activities are lawful and that this confirmation must be repeated in each subsequent annual return.

The Company noted that it has confirmed that the Company has been formed for a lawful purpose and that its future activities will continue to be lawful.

10. **Directors**

It was noted that the initial directors of the company are:

<<Insert relevant name>><sup>2</sup>

<<Insert relevant name>>

<<Insert relevant name>>

<<Insert relevant name>>

<sup>2</sup> Check that all proposed directors are individuals. Overseas corporate directors to be introduced under the ECTA must be UK companies or registered entities, overseas corporate directors will not be able to be introduced.

Note that there will be restrictions on the company will only be able to retain and appoint a limited number of those natural persons will also be subject to ECTA. Directors must also be UK companies or registered entities.

A

M

P

L

E

S  
A  
M  
P  
L  
E

It was further noted that [Name] is not disqualified from acting as a director.

with their consent to act and is not

11. **Company Secretary**

It was noted that the Company has not yet appointed a company secretary and the Board is to appoint [Name] to act.

<<Insert relevant name>> to act as company secretary and the Board is to appoint [Name] to act.<sup>4</sup>

12. **Share Capital**

It was noted that the initial share capital of the Company was £<<Insert relevant amount>> divided into <<Insert relevant number>> shares of £<<Insert relevant amount>> each and that the capital had been fully subscribed by the subscribers.

The Company was £<<Insert relevant amount>> divided into <<Insert relevant number>> shares of £<<Insert relevant amount>> each and that the capital had been fully subscribed by the subscribers in the memorandum of association.

The Chair reported receipt of the following proportions(s):

The Chair reported receipt of the following proportions(s):

Name	Amount	Number of shares	Share Class
<<●>>	£<<●>>	<<●>>	Ordinary £<<●>> shares of £<<●>> each fully paid
<<●>>	£<<●>>	<<●>>	Ordinary £<<●>> shares of £<<●>> each fully paid
<<●>>	£<<●>>	<<●>>	Ordinary £<<●>> shares of £<<●>> each fully paid
<<●>>	£<<●>>	<<●>>	Ordinary £<<●>> shares of £<<●>> each fully paid

It was resolved that the names of the subscribers be entered into the register of members in respect of which the share certificate(s) should be signed by a director in the presence of the Chair.

<<Insert relevant name(s)>> (s) be entered into the Company's register of members in respect of which the share certificate(s) should be signed by a director in the presence of the Chair and issued to each subscriber.

It was noted that none of the directors are disqualified from acting as directors.

It was noted that none of the directors are disqualified from acting as directors.

13. **Register of People with Significant Control (PSCs)**  
**EITHER**

It was resolved that there will be no PSCs.

It was resolved that there will be no PSCs.

**OR**

It was resolved that the following individuals are/ will be PSCs whose details [have been/will need to be] provided to the Registrar of Companies.

It was resolved that the following individuals are/ will be PSCs whose details [have been/will need to be] provided to the Registrar of Companies.<sup>5</sup>

Name	Registration Number	Level of Control

<sup>3</sup> Under the ECCTA it will not be possible to include individuals who are disqualified under the directors' disqualification provisions (including persistent breaches of filing obligations and identification of persons with significant control) in the Companies Acts.

<sup>4</sup> There is no requirement for a private company to appoint a company secretary, but it is useful, and many private companies will want to appoint one.

<sup>5</sup> The ECCTA will in due course abolish most of the current provisions relating to the register of PSCs. Instead, all the relevant information will simply be provided to, and maintained by, the Registrar of Companies. Individual companies may wish to maintain their own internal PSC register, but going forward they will not be required to do so.

<<•>>	<<•>>
<<•>>	<<•>>

It was further noted that none of the directors.

**14. Accountants & Auditors**

It was resolved that the Company <> as accountants of the Company.

**EITHER**

[It was resolved that <<Insert name of the Company>>]

**OR**

[It was resolved that as the Company an audit exemption and therefore i

**15. Accounting Reference Date**

It was resolved that the Company's year.

**16. Execution of Documents**

It was resolved that any documents when:

- a) signed on behalf of the Company by the company secretary]; or
- b) signed by any director of the Company in the presence of a witness who attests to the signature; or
- c) the Company seal is affixed to the document.

**17. Bank**

It was resolved that the Company open a bank account with <<Insert bank details>>. It was further resolved that a form of mandate (presented to the bank in the form of a copy of which is attached to these minutes) be duly passed and signed in the presence of the signatures of each of the signatories.

**18. [HMRC Registration**

It was resolved that the Company register with HMRC for VAT, payroll and Corporation Tax purposes.]<sup>8</sup>

**19. Next Meeting**

It was agreed that the next meeting

<<•>>
<<•>>

disqualified from acting as

<> accountants & address>>

> be appointed as auditors

ity, the Company will claim an audit exemption and therefore i appoint auditors.]<sup>6</sup>

up to <<Insert date>> each

ny shall be validly executed

ors [or any director and the

ce of a witness who attests

ccount with <<Insert bank details>>. It was further resolved that a form of mandate (presented to the bank in the form of a copy of which is attached to these minutes) be duly passed and signed in the presence of the signatures of each of the signatories.

HMRC for VAT, payroll and

s shall be held on <<Insert

<sup>6</sup> The ECCTA will tighten up on companies being able to claim an exemption from audit will have to include on its balance sheet a statement confirming that the company qualifies for it. The requirement will be supported with additional evidence to take stronger enforcement action.

<sup>7</sup> Section 43 Companies Act 2006, states that a simple contract may be made by or on behalf of the company by any person acting under its authority, whether or not he is a director, officer or other authorised signatory, provided that the contracting company or other authorised signatory is satisfied that the person is acting on its behalf and is authorised to do so. For the avoidance of doubt, this requirement, companies may prefer to use the execution of documents by a director (or other authorised signatory) in the presence of a witness (or witnesses), to provide more evidential support for the execution of the document.

<sup>8</sup> Consider what the company should be registered for with HMRC.

provide that a company claiming an exemption from audit will have to include on its balance sheet a statement identifying the relevant exemption and a statement will provide the Registrar with additional evidence to take stronger enforcement action.

any by writing under its common seal or by any director, officer or other authorised signatory, provided that the contracting company or other authorised signatory is satisfied that the person is acting on its behalf and is authorised to do so. For the avoidance of doubt, this requirement, companies may prefer to use the execution of documents by a director (or other authorised signatory) in the presence of a witness (or witnesses), to provide more evidential support for the execution of the document.

the necessary tax advice.



date>>.

20. **[Close**

There being no further business, the Chair declared that the meeting was closed.]

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

S

A

M

P

L

E