

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

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

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 m

2. NOTICE AND QUORUM

The chairman reported that suffic g had been duly given and that a quorum was present. The chairma ng was open.

3. DECLARATIONS OF INTEREST

Each director present at the meeti y] 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 o

4. BUSINESS OF THE MEETING

The chairman noted that the bus as to consider the [request for a general meeting and the] special ordinary resolution dated, <<insert date>>, intended to be moved at e Company to remove <<Name of Director proposed to be removed company [and a further ordinary resolution to replace <<Name of be removed>> with <<Name of Director proposed to be appointed eral meeting of the Company on special notice.

5. DOCUMENTS PRODUCED

The following documents were produced:

[A request from the holder[s] of shares of the Company as carries the right of vote AND/OR Special Notice of an intended resolution[s] as [an] ordinary resolution held after the date of the Special Notice]

1. THAT in accordance with the Companies Act 2006 << Name of Director to be removed from office as a director of the Company with immediate effect and his period of office shall not have expired.
2. [THAT, subject to the provisions of the Companies Act 2006 << Name of Director to be removed from office as a director of the Company with immediate effect and his period of office shall not have expired. Company for the time being as set out in the articles of association of the Company by the preceding resolution and approved by the meeting and approved forthwith for and on behalf of the Company]

6. RESOLUTIONS

After consideration of the matters set out above, **IT WAS RESOLVED:**

- (a) to approve the documents set out in paragraph 5 above;
- (b) to instruct the [the Company Secretary] to send the Special Notice to << Name of Director to be removed >> him/her to make representations to the members of the Company;
- (c) to instruct the [the Company Secretary] to convene a general meeting by special notice, for the purpose of passing the ordinary resolution set out in paragraph 2 above and for the purpose of identifying the members of the Company entitled to attend and vote at the meeting;
- (d) in the event that << Name of Director to be removed >> makes representations to the members of the Company of a reasonable length in relation to the proposed ordinary resolution set out in paragraph 2 above and requests the members of the Company to instruct the [the Company Secretary] to convene a general meeting, to instruct the [the Company Secretary] to convene a general meeting by special notice, for the purpose of passing the ordinary resolution set out in paragraph 2 above and for the purpose of identifying the members of the Company entitled to attend and vote at the meeting; **OR** << Name of Director to be removed >> makes representations to the members of the Company together with the [the Company Secretary] to convene a general meeting by special notice, for the purpose of passing the ordinary resolution set out in paragraph 2 above and for the purpose of identifying the members of the Company entitled to attend and vote at the meeting;

such of the paid-up capital of the Company as carries the right of vote AND/OR Special Notice of an intended resolution[s] as [an] ordinary resolution held after the date of the Special Notice]

Companies Act 2006 << Name of Director to be removed from office as a director of the Company with immediate effect and his period of office shall not have expired.

proposed resolution and having given notice in writing to the members of the Company of his willingness to act as director, << Name of Director to be removed from office as a director of the Company with immediate effect and his period of office shall not have expired. as a director of the Company with immediate effect and his period of office shall not have expired. in and articles of association of the Company by the preceding resolution and approved by the meeting and approved forthwith for and on behalf of the Company]

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

- (a) to approve the documents set out in paragraph 5 above;
- (b) to instruct the [the Company Secretary] to send the Special Notice to << Name of Director to be removed >> him/her to make representations to the members of the Company;
- (c) to instruct the [the Company Secretary] to convene a general meeting by special notice, for the purpose of passing the ordinary resolution set out in paragraph 2 above and for the purpose of identifying the members of the Company entitled to attend and vote at the meeting;
- (d) in the event that << Name of Director to be removed >> makes representations to the members of the Company of a reasonable length in relation to the proposed ordinary resolution set out in paragraph 2 above and requests the members of the Company to instruct the [the Company Secretary] to convene a general meeting, to instruct the [the Company Secretary] to convene a general meeting by special notice, for the purpose of passing the ordinary resolution set out in paragraph 2 above and for the purpose of identifying the members of the Company entitled to attend and vote at the meeting; **OR** << Name of Director to be removed >> makes representations to the members of the Company together with the [the Company Secretary] to convene a general meeting by special notice, for the purpose of passing the ordinary resolution set out in paragraph 2 above and for the purpose of identifying the members of the Company entitled to attend and vote at the meeting;

7. CLOSE

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

.....
[Chairman] OR [Director]

S

A

M

P

L

E