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**Company number [NUMBER]**

**[COMPANY NAME] (the “Company”)**

Minutes of a meeting of the board of directors of the Company held [[by telephone / video conference] **OR** at [ADDRESS]] on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 20[xx].

|  |  |  |
| --- | --- | --- |
| **PRESENT[[1]](#footnote-1):** | **NAME** | **POSITION** |
|  | [DIRECTOR NAME] | Director |
|  | [DIRECTOR NAME] | Director  |
|  |  |  |

# Preliminary

­­­­­­­­­­­­­­­­­­­­­­­[NAME OF CHAIR], as chair of the meeting, noted that a quorum was present in accordance with the Company's articles of association (the **"Articles"**)[[2]](#footnote-2) and declared the meeting open. The chair noted that notice of the meeting had been given to all of the members of the board of the Company (the **"Board"**) entitled to receive it.

# Business of the meeting

## The chair reported that the business of meeting was to consider, and if thought fit, approve (amongst other things):

### [MATTERS TO BE ACTIONED (E.G. SHARE SUBSCRIPTIONS, DIRECTOR APPOINTMENTs, SHARE TRANSFERS, ETC)];

### [CONTINUE LIST FOR ALL RELEVANT MATTERS].

# Interests in the proposed business[[3]](#footnote-3)

## Each director present declared the nature and extent of their interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (the “**Act**”) and under the Articles.

## Having considered the declared interests, the directors present unanimously confirmed that they were satisfied that the meeting was quorate and that all directors could vote on the matters to be considered, and that the meeting could therefore validly proceed[[4]](#footnote-4).

# Resolutions[[5]](#footnote-5)

## The directors then discussed the proposed business of the meeting and considered the details thereof.

## After careful consideration of the matters referred to above and the documents produced to the meeting in support of the proposed business, **IT WAS RESOLVED** that, having regard (among other matters) to the factors set out in section 172(1) of the Act:

### the [DESCRIBE THE RELEVANT MATTER / DOCUMENT] be approved;

### any director, or in the case of a deed any director in the presence of a witness who attests their signature (or any two directors), be authorised to sign or execute any agreement or document which they may consider necessary or desirable in connection with the Transaction or the other matters considered at this meeting, whether as a deed or otherwise;

### any Director of the Company is authorised to do all such acts and things and agree and execute on behalf of the Company all such other documents as may be required in order to implement the matters described above and any matters incidental thereto and generally to sign all such documents, certificates and notices, and give such representations, undertakings and assurances as may be required in connection with such matters and any matters incidental thereto.

# Filing

## **IT WAS RESOLVED THAT** all necessary and appropriate entries be made in the Company’s statutory books as is necessary to reflect the business of this meeting

# Close

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

|  |
| --- |
| ................................... |
| Chair |

1. The directors present at the meeting should be listed here. Consider whether the absence of any appointed directors would be in breach of the quorum requirements under the Company's articles (see footnote below). [↑](#footnote-ref-1)
2. The Company's articles of associations will set out the minimum number of directors who must be present at a meeting for the meeting to be quorate (or, in simple terms, legitimate/valid). Check the Company's articles to confirm how many directors must be present for this to occur - in the Model Articles, this is two. [↑](#footnote-ref-2)
3. Under the Companies Act, and (usually) the terms of the Company's articles of association, a director is required to declare the nature of any interest they may have in the matters being discussed at a meeting. Where a director is interested in a transaction, they may be prevented from voting on matters discussed at the meeting. However, the articles may allow for this to occur, or it may be that their interests cannot likely give rise to a conflict of interest. [↑](#footnote-ref-3)
4. Only include this paragraph if it is true – see footnote 3 above. If you have any uncertainty please speak to a lawyer! [↑](#footnote-ref-4)
5. If shares are being issued, this section should contain a resolution to issue the shares to the relevant investor, to update the statutory registers to note the investment, and to issue a share certificate to the relevant investor. [↑](#footnote-ref-5)