

**[NAME OF COMPANY] LIMITED**

MINUTES of a Meeting of the Board of Directors of [NAME OF COMPANY] LIMITED (the **Company**)

Held at: [INSERT ADDRESS]

Date and time: [INSERT DATE AND TIME]

Directors present

[LIST DIRECTORS]

[NAME] (Chair)

[NAME]

[NAME], attend

In attendance:

[LIST ANY OTHER  
EXECUTIVES WHOSE  
PRESENCE WAS  
NECESSARY,

**1 Chair**  
[NAME]

**2 Notice**

2.1 The chair

2.2 The chair  
present  
open.

**3 Declaration**

[EITHER]

Each director  
any proposal  
which has  
the Company

[OR OTHERWISE]

3.1 [Each director]

of the  
Companies Act 2006 and the Company's Articles of Association, he/she had a direct or  
indirect interest as set out below in the proposed transactions and arrangements with the  
Company to be considered at the meeting:

<u>Director</u>	<u>Nature of interest</u>
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ARY,

directors.

quorum was  
the meeting

in any way in  
at the meeting,  
Act 2006 and

[NAME]	[DESCRIBE PROPOSED TRANSACTION AND DIRECTOR'S INTEREST]
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3.2 It was noted that, pursuant to Article [NUMBER] of the Company's Articles of Association, a director who had declared his/her interest may be counted as participating in the decision-making process for quorum and voting purposes in relation to the relevant transaction or arrangement with the Company, subject to any restrictions imposed under Article [NUMBER].

[OR OP

3.1 [Each of the Company's directors who had declared an interest in the proposed transaction or arrangement with the Company, subject to any restrictions imposed under Article [NUMBER], was present at the meeting and was duly qualified to vote on the resolution.

Directo

[NAME

3.2 It was resolved that, pursuant to Article [NUMBER] of the Company's Articles of Association, a director who had declared his/her interest may be counted as participating in the decision-making process for quorum and voting purposes in relation to the relevant transaction or arrangement with the Company, subject to any restrictions imposed under Article [NUMBER]. [NAME] did not participate in the decision-making process for quorum and voting purposes in relation to the relevant transaction or arrangement with the Company, subject to any restrictions imposed under Article [NUMBER].

**4 Business**

The Chairman of the Board of Directors has approved the share certificate for the purchase of [DATE] AGREEMENT [PURCHASE] and has resolved that the Company should purchase the shares.

**5 Share**

5.1 There was a transfer of shares from [NAME] (the Transferor) to [NAME] (the Transferee) of the capital of the Company. [the relevant Transfer Shares:

Transf

[NAME

[NAME

5.2 It was resolved that, pursuant to Article [NUMBER] of the Company's Articles of Association, a director who had declared his/her interest may be counted as participating in the decision-making process for quorum and voting purposes in relation to the relevant transaction or arrangement with the Company, subject to any restrictions imposed under Article [NUMBER]. [NAME] did not participate in the decision-making process for quorum and voting purposes in relation to the relevant transaction or arrangement with the Company, subject to any restrictions imposed under Article [NUMBER].

- (a) [NAME] (the Transferee) of the capital of the Company (the relevant Transfer Shares) be approved for registration and the Transferee be entered in the register of members of the Company as the holder of the Transfer Shares; and
- (b) subject to registration of the Transfer Shares, any director of the Company be and is hereby authorised to prepare a share certificate in respect of the Transfer Shares in the name of the Transferee and to arrange for the share certificate to be executed by the Company in accordance with section 44 of the Companies Act 2006 and delivered to the Transferee.

to the Transferee.

**6 PSC Register**

6.1 There was produced to the meeting a letter to the Company from the Transferee confirming that the Transferee will, on registration of the relevant Transfer Shares in the Transferee's name, become a [registrable legal entity] [registrable person] in relation to the Company for the purposes of section 790C of the Companies Act 2006 and confirming the required details under section 790K of the Companies Act 2006

6.2 There was produced to the meeting a letter to the Company from the Transferee confirming that the Transferee will, on registration of the relevant Transfer Shares in the Transferee's name, become a [registrable legal entity] [registrable person] in relation to the Company for the purposes of section 790C of the Companies Act 2006 and confirming the required details under section 790K of the Companies Act 2006. [REDACTED]

6.3 It was resolved that the PSC Register be updated to reflect the above. (PSC Register)

**7 Resign**

7.1 There was produced to the meeting a letter from [NAME] of the Company. It was resolved that [NAME] resign from the Company. (Resignation of [NAME])

7.2 It was resolved that the PSC Register be updated to reflect the above. (Resignation of [NAME])

**8 Resign**

8.1 There was produced to the meeting a letter from [NAME] of the Company. It was resolved that [NAME] resign from the Company. (Resignation of [NAME])

8.2 It was resolved that the PSC Register be updated to reflect the above. (Resignation of [NAME])

**9 Change**

It was resolved that the PSC Register be updated to reflect the above. (Change of [NAME])

**10 Change**

It was resolved that the PSC Register be updated to reflect the above. (Change of [NAME])

**11 Appoin**

- (a) [REDACTED] company; and
- (b) [REDACTED] F BANK] in the

form produced to the meeting be and is hereby approved.

**12 Approval of other matters**

12.1 The following documents (the **Documents** and each a **Document**) were produced to the meeting:

- (a) [DESCRIBE DOCUMENTS, FOR EXAMPLE NEW SERVICE CONTRACTS FOR

DIRECTORS]; and

(b) [DESCRIBE OTHER DOCUMENTS].

12.2 Following consideration, including consideration of the terms of the Documents, the transactions contemplated by them and the matters referred to in section 172(1) of the Companies Act 2006, the meeting resolved that the entry into by the Company of the Documents would promote the success of the Company for the benefit of its members as a whole and further resolved that:

- (a) notices or other documents under or in connection with the Documents are hereby authorised;
- (b) any Ancillary Documents are hereby authorised;
- (c) the Company shall appoint a witness who shall sign each Ancillary Document to such effect as to be required by signing the Documents;
- (d) the Company shall execute and cause to be done or performed all such documents and instruments as may be required for the purposes of the Documents.

**13 Filing a**  
The chair

- (a) the Company shall file with the Registrar of Companies the Documents and the Ancillary Documents;
- (b) the Company shall file with the Registrar of Companies the Documents and the Ancillary Documents in accordance with the requirements of the Companies Act 2006 and the Companies (Tables A to F) Regulations 2008 (as amended) and the Companies (Forms) Regulations 2008 (as amended) (including Form TM02);]

**14 Close**  
The chair closed the meeting.

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**Chair**

