

<<Company Name>> LIMITED
(Company number <<Company Number>> and registered in England with Companies House under registration No.>>)

[Minutes of a meeting of the board of directors 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. CHAIRMAN]

It was resolved that <<Name>> be appointed chairman of the Company and <<Name>> took the chair of the meeting.

[2. NOTICE AND QUORUM]

The chairman reported that sufficient notice had been duly given and that a quorum was present. The chairman then declared the meeting was open.]

[3. DECLARATIONS OF INTERESTS]

[Each director present at the meeting declared that they did not have any] direct or indirect interests in any of the matters to be considered at the meeting which they were required to declare under section 177 of the Companies Act 2006 and the Company's articles of association.] **OR** [confirmed that they did not have any such interests that were to be considered at the meeting.]

4. PROPOSED DIVIDEND

It was noted that the Company was entitled to pay a dividend of [<<£ amount>>] per ordinary share in respect of [<<Company's financial year>>] to those shareholders registered on the Company's register of members as at [<<Date of payment>>].

¹ Paragraphs 1 to 3 and 9 are not required to be included in the minutes if there is only one director because there will not be a meeting.

It was further noted that the Companies Act 2006 requires companies limited by shares and not by guarantee to recommend the payment of a dividend to be declared by the Company's shareholders.

The directors' noted that the Company's profits available for distribution at [<<Relevant Balance Sheet Date>>] were [<<Amount>>].

5. RECOMMENDATION

The Directors' duly recommended that the Company should pay a dividend of [<<£ amount>>] per ordinary share in respect of [<<Company's year end date>>] to those shareholders registered on the Company's register of members at the close of business on [<<Date of payment>>].

after having satisfied themselves that the payment of any dividend would not affect the Company's ability to pay its foreseeable liabilities. The Directors, in exercise of their powers, to recommend the payment of a dividend of [<<£ amount>>] per ordinary share in respect of [<<Company's year end date>>] to those shareholders registered on the Company's register of members at the close of business on [<<Date of payment>>].

6. ORDINARY RESOLUTION

After consideration of the matters referred to above, the Directors resolved that the following resolution could be presented to the members for their approval. IT WAS RESOLVED to [convene a general meeting of the Company to consider and approve the following resolution] OR [consider and approve the following resolution] and the relevant resolution to be presented to the members for their approval.

To declare a final dividend of [<<£ amount>>] per ordinary share in respect of [<<Company's year end date>>] to those shareholders registered on the Company's register of members at the close of business on [<<Date of payment>>].

7. ADJOURNMENT

The meeting was adjourned so that the following resolution to the eligible members could be held] and the relevant resolution to be presented to the members for their approval.

The meeting was reconvened when the following resolution had been passed [as a result of the adjournment] that a dividend of [<<£ amount>>] per ordinary share in respect of [<<Company's year end date>>] be paid [immediately] to the member(s) of the Company registered on the register of members at the time of the resolution.

8. ADMINISTRATION

The Company Secretary [<<or Name of Director>>] to take all necessary steps to ensure the payment of the dividend, including the payment of the dividend to the member(s) of the Company registered on the register of members at the time of the resolution.

articles of association for private companies limited by shares and not by guarantee [that] require the directors to recommend the payment of a dividend to be declared by the Company's shareholders but that such dividend must be declared by the Company's shareholders.

profits available for distribution at [<<Relevant Balance Sheet Date>>] were [<<Amount>>].

any dividend would not affect the Company's ability to pay its foreseeable liabilities, to recommend the payment of a dividend of [<<£ amount>>] per ordinary share in respect of [<<Company's year end date>>] to those shareholders registered on the Company's register of members at the close of business on [<<Date of payment>>].

(1) of the Companies Act 2006, IT WAS RESOLVED to [convene a general meeting of the Company to consider and approve the following resolution] OR [consider and approve the following resolution] and the relevant resolution to the members for their approval.

share in respect of [<<Company's year end date>>] to those shareholders registered on the Company's register of members at the close of business on [<<Date of payment>>].

could be sent as a written resolution in lieu of a general meeting of the company

reported that the ordinary resolution [<<as a result of the adjournment>>] that a dividend of [<<£ amount>>] be paid [immediately] to the member(s) of the Company registered on the register of members at the time of the resolution.

take all necessary steps to ensure the payment of the dividend, including the payment of the dividend to the member(s) of the Company registered on the register of members at the time of the resolution.

[9. CLOSE

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

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[Chairman] **OR** [Sole Director]

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