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|   | COMPANY NAME LIMITEDCompany number: Company registration numberRegistered office address: Address line 1, Address line 2, Town, County, Postcode |   |

**WRITTEN SHAREHOLDERS' RESOLUTION**

**CIRCULATION DATE: Date**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we the undersigned, being all the eligible members who are the holders of the shares giving a right to attend and vote at a general meeting of the Company, hereby resolve that the following ordinary resolution be duly passed:

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| **ORDINARY RESOLUTION** |
| That the acts and decisions of the sole director of the Company are hereby ratified, notwithstanding that at the time the articles of association of the Company may have required two or more directors to take such acts or make such decisions.That a copy of this resolution be filed with Companies House within 15 days. |

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| **AGREEMENT** |
| We, being the eligible members of the Company (as defined in section 289 of the Companies Act 2006) and entitled to vote on this resolution, agree that this resolution be so passed. |

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| --- | --- | --- | --- | --- | --- | --- |
| **Name** |  | **No. shares** |  | **Signature** |  | **Date** |
| SHAREHOLDER NAME 1 |   | 123 SHARE CLASS NAME |   |  |   |  |
| SHAREHOLDER NAME 2 |   | 123 SHARE CLASS NAME |   |  |   |  |
| SHAREHOLDER NAME 3 |   | 123 SHARE CLASS NAME |   |  |   |  |

 Notes:

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| 1. | To signify your agreement to this resolution please sign and date this document where indicated above and return it to the Company. If you do not agree to the resolution you do not need to do anything. You cannot be deemed to agree with the resolution if you have not replied. |
| 2. | If you agree to the resolution, please ensure that your signed document is received by the Company no later than **Date** [Insert the lapse date - being 28 days after the circulation date]. If the resolution is not passed by this date, it will lapse. |
| 3. | Once given, you cannot revoke your agreement. |
| 4. | An ordinary resolution requires the signature of members holding more than 50% of the voting shares in order to pass. |
| 5. | An ‘eligible member’ is a holder of shares carrying the right to vote at general meetings unless they are held by the sole director, or a person *connected* to such director. |
| 6. | ‘Connected’ in this context means a person who is a family member of the director, or is a company with which the director is connected, or a trustee of a trust of which the director is a beneficiary, or the partner of a director, or as otherwise defined in sections 252 to 256 of the Companies Act 2006. If you are unsure whether you may be ‘connected’ to the sole director, you should take appropriate legal advice. |

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