A sample of minutes to record various decisions that Boards make from time to time is included below. (the “Corporation”)

 MINUTES OF A MEETING of the Board of Directors of the Corporation held on the day of , at a.m./p.m. at , British Columbia

 **PRESENT:**

**PRESENT BY TELEPHONE:**

**PRESENT BY INVITATION:**

A. Declaration of the Chairman

Notice of the meeting having been given to all directors of the Corporation, the Board asked to act as Chairman of the meeting. At the request of the meeting, acted as Secretary.

 B. Quorum

 The Chairman noted that a quorum of the Board of Directors was present and declared the Meeting open for the transaction of business.

 C. [First Item of Business]

 D. Approval of Agenda

E. Minutes of Previous Meeting of Directors

 The Chairman tabled the minutes of the meeting of directors held on

 Following discussion, ON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THAT the minutes of the meeting of directors held on be approved.

 F. Appointment of Officers

 [Note: This resolution is for the annual confirmation and appointment of officers. Officers include those persons who hold the following positions: President, Secretary, Chairman, Vice-Chairman, Managing Director, Vice-President, Treasurer, Assistant Treasurer. Additional positions of office may be created by the Board. A company need not have officers for all the positions indicated above, but must have a President and Secretary.]

 The Chairman advised that it was appropriate for the Corporation to appoint officers for the ensuing year.

 Upon motion duly moved, seconded and carried it was resolved that:

 1. The following persons be appointed to hold the office set forth opposite their names below:

Name

Office

President

Secretary

2. Subject to the terms / - appoint as officer ; and

3. any one or more of the directors and officers of the Corporation be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution.

G. Appointment of

[Note: This resolution is for the employment and appointment of a new officer.]

The Chairman advised that the Corporation proposed to hire as the Corporation’s . He circulated to the meeting a copy of a draft employment agreement and summarized for the meeting the proposed terms of employment.

Upon motion duly moved, seconded and carried it was resolved that:

1. the Corporation enter into an employment agreement with (the “Employment Agreement”) under which would be employed as the Corporation’s on the terms and conditions contained in the draft agreement dated presented to the board with such amendments and variations, if any, as the person(s) executing the Employment Agreement may approve, such approval to be conclusively evidenced by the execution of the agreement and such execution shall be conclusive evidence that the agreement so executed is the Employment Agreement authorized by this resolution.

2. - appoint as officer ; and

3. any one or more of the directors and officers of the Corporation be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution.

H. Resignation of Director

The Chairman advised that the Corporation had received a resignation as director from dated , 2001.

Following discussion, ON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THAT:

1. the resignation of as director of the Corporation dated be hereby accepted effective immediately; and

2. any one or more of the directors and officers of the Corporation be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution.

I. Appointment of New Director to Fill Vacancy

[Note: This resolution is for the appointment of a director to fill the vacancy on the board created by the resignation of another director. If the size of the board is to be increased between annual general meetings so that additional directors may be added legal counsel should be consulted.]

The Chairman advised that following the resignation of a vacancy existed on the board. recommended to the meeting that be appointed as a director to fill the vacancy until the next Annual General Meeting of the Corporation or until his successor is elected or appointed. further advised that had delivered to the Corporation a written consent to act as director.

Upon motion duly moved, seconded and carried it was resolved that:

1. consent in writing having been received by the Corporation, is hereby elected as a director of the Corporation to act as such until the next Annual General Meeting of the Corporation or until his successor is elected or appointed, subject to the Corporation’s Articles; and

2. any one or more of the directors and officers of the Corporation be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution.

J. Creation of Audit Committee

The Chairman advised that the Corporation wished to create an Audit Committee to oversee the financial reporting and controls of the Corporation. circulated to the meeting a draft mandate of the Audit Committee.

Following discussion, ON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THAT:

1. an Audit Committee of the Board of Directors be formed with the powers set forth in the document headed “Mandate of the Audit Committee” presented to the Board of Directors (a of which is attached as Schedule “A” to these minutes);

2. the following persons be elected as members of the Audit Committee to hold office effective as of the date of this resolution:

;

; and

3. any one or more of the directors and officers of the Corporation be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution.

K. Creation Of Compensation Committee

The Chairman explained that it was appropriate to create a Compensation Committee. circulated to the meeting a mandate of the Compensation Committee.

Following discussion, ON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THAT:

1. an Compensation Committee of the Board of Directors be formed with the powers set forth in the document headed “Mandate of the Compensation Committee” presented to the Board of Directors (a copy of which is attached as Schedule “B” to these minutes);

2. the following persons be elected as members of the Compensation Committee to hold office effective as of the date of this resolution:

;

; and

3. any one or more of the directors and officers of the Corporation be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution.

L. Banking Resolutions

 explained to the meeting that it the Corporations’ bank was Bank and that it had requested the Corporation pass a banking resolution in the bank’s standard form. circulated to the meeting standard form resolutions of the Bank.

Following discussion it was agreed that the signing officers of any bank account of the Corporation would be:

(i) ; or

(ii) .

Following discussion, ON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THAT:

1. the Bank (the “Bank”) be and is hereby approved as a bank of the Corporation;

2. the form of banking resolution required by the Bank, in the form attached hereto as Schedule “C” (the “Banking Resolution”), is hereby adopted and approved;

3. the Banking Resolution , together with all other banking documents required by the Bank, be executed and the seal of the Corporation affixed where required in the presence of the President or Secretary;

4. any officer or director is authorized for the Corporation and on the Corporation’s behalf to make such affidavits or to sign and file such financing statements or other documents as may be required for the registration or filing of bills of sale, chattel mortgages, assignments of book of debts, conditional sales contracts, claims for mechanics’ liens and construction liens or for the perfection of the Corporation’s security interest in any personal property and to renew chattel mortgages, assignments of book debts and conditional sales contracts or to sign and file financing change statements and for the purposes aforesaid each and every of such officers and directors is given full power and authority to perform and execute all acts, deeds, matters and things necessary to be done in the premises; and

any one or more of the directors and officers of the Corporation be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution.

M. Appointment of Member of Audit Committee to Fill Vacancy

[Note: This resolution is for the appointment of a member of a committee to fill the vacancy created by the resignation of another member. Resolution should be used for the annual appointment of members to the committee.]

 advised the meeting that as a result of the resignation of , the Committee was comprised of only members; and . The Chairman recommended that be elected as an additional member of the Committee to fill the vacancy.

Following discussion, ON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THAT:

1. be elected as a member of the Committee to hold office effective as of the date of this resolution; and

2. any one or more of the directors and officers of the Corporation be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution.

N. Grant of Stock Options

[Note: This resolution assumes the Corporation has a stock option plan and that all options are granted in compliance with the terms of the plan. The terms of the plan should be reviewed prior to any stock option grant to ensure that a sufficient number of options are available for grant and that the price, expiry date, and vesting terms are consistent with the plan. If the Corporation does not have a stock option plan, legal counsel should be consulted prior to the grant of any stock options.]

The Chairman advise the meeting that it is in the best interests of the Corporation to grant stock options to certain directors, officers, employees and consultants of the Corporation under the terms of the Corporation’s stock option plan dated (the “Plan”).

Following discussion, ON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THAT:

1. Subject to any necessary regulatory approval, the following stock options (the “Options”) to purchase up to that number of common shares in the capital of the Corporation (the “Shares”) set opposite the names below (the “Option Holders”) be granted to the Option Holders subject to the terms and conditions of the Plan:

Option Holder

Date of Grant

Number of Shares

Exercise Price

Expiry Date

2. Subject to the terms of the Plan, an Option Holder will be entitled to exercise his or her Option at the price that is set opposite the Option Holder’s name at any time up to 5:00 p.m. (Vancouver time) on the expiry date that is set opposite the Option Holder’s name.

3. The options shall vest with the Option Holders as follows: on each of the first, second, third and anniversaries of the date of the grant;

[Note: Vesting terms should be described in the resolution approving the stock option grant. Vesting terms should also be included in the schedule to the stock option. Additional option terms should also be described in the resolution.].

4. The Corporation is hereby authorized to issue up to Shares, as fully paid and non-assessable common shares in the capital of the Corporation, upon the exercise of the Options in accordance with the terms of the Plan and each exercise will be evidenced by and effective as of the date of the treasury order executed in respect thereof.

5. Any one or more directors or officers of the Corporation are authorized and directed to perform all such acts, deeds, things and execute under the seal of the Corporation or otherwise such documents and other writings, including treasury orders, as may be required to give effect to the true intent of this resolution.

O. Financial Statements for the Year Ended

[Note: The audit committee has responsibility for reviewing the year end financial statements with the auditors and recommending to the board that the statements be approved. A separate meeting of the Audit Committee should to approve the financial statements and submission of the statements to the board for approval. The introduction assumes that a representative of the auditors is present at the board meeting to answer additional questions.]

 reported to the meeting on the Corporation’s financial statements for the year ended that had been delivered to the board as part of the directors’ material for the meeting. A report was also provide to the board by of , the Corporation’s auditors. advised that the Audit Committee had reviewed the financial statements and recommended to the board that the statements be approved.;

IT IS HEREBY RESOLVED THAT:

1. the financial statements of the Corporation for its fiscal year ended , together with the Auditor’s Report thereon and the notes thereto be adopted and approved;

2. any two directors of the Corporation be and they are hereby authorized and directed to sign the balance sheet forming a part of the financial statements on behalf of the directors to evidence the approval of the directors; and

3. any one director or senior officer of the Corporation be and he is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation if applicable, all such documents and other writings as may be required to give effect to the true intent of this resolu­tion.

P. Financial Statements for the Quarter Ended

[Note: The mandate of the Audit Commitee may include the responsibility to review interim financial statements. The introduction to the following resolution assumes that the board has granted to the Audit Commitee this responsibility and that the Audit Committee has held a separate meeting to approve the interim financial statements.]

 reported to the meeting on the Corporation’s financial statements for the month period ended that had been delivered to the board as part of the directors’ material for the meeting. He advised that the Audit Commitee had reviewed the financial statements and recommended to the board that the statements be approved.

Following discussion, UPON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THAT:

1. the financial statements of the Corporation for the months ended be and they are hereby approved; and

2. any one or more directors or officers of the Corporation are authorized and directed to perform all such acts, deeds, things and execute under the seal of the Corporation or otherwise such documents and other writings, including treasury orders, as may be required to give effect to the true intent of this resolution.

Q. Budget for the Fiscal Year ended

 delivered a report relating to the budget for the fiscal year ended that had been delivered to the board as part of the directors’ materials for the meeting

Following discussion UPON MOTION DULY MADE, SECONDED AND CARRIED IT WAS RESOLVED THAT:

1. the budget for the fiscal year ended presented to the board be approved; and

2. any one or more directors or officers of the Corporation are authorized and directed to perform all such acts, deeds, things and execute under the seal of the Corporation or otherwise such documents and other writings, including treasury orders, as may be required to give effect to the true intent of this resolution.

R. Approval of Agreement

[Note: This resolution relates to the approval of an agreement in draft form and authorizes further changes to the agreement that may be required before the agreement is signed. The board may wish to specify in further detail who may execute the agreement or the extent of amendments that may be made to the agreement (eg. limit on purchase price). Resolutions relating to the approval of agreements should be vetted by legal counsel. This is particularly important if legal counsel will be required to provide an opinion relating to the agreement.]

 advised the meeting of the proposed transaction with relating to . He then reviewed the agreement that the Corporation proposed to enter into relating to the transaction, a copy of which had been included as part of the directors’ materials for the meeting.

Following discussion UPON MOTION DULY MADE, SECONDED AND CARRIED IT WAS RESOLVED THAT:

1. the Corporation enter into an agreement providing for (the “ Agreement”) relating to on the terms and conditions contained in the draft agreement dated presented to the board with such amendments and variations, if any, as the person(s) excuting the Agreement may approve, such approval to be conclusively evidenced by the execution of the agreement and such execution shall be conclusive evidence that the agreement so executed is the Agreement authorized by this resolution.

2. any one or more of the directors and officers of the Corporation are authorized to execute and deliver the Agreement in the name an d on behalf of the Corporation under it corporate seal or otherwise; and

3. any one or more of the directors and officers of the Corporation be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this reso­lution.

S. Ratification of Agreement

[Note: This resolution relates to the ratification of an executed agreement. As a general practice management should avoid executing agreements that are expected or required to be approved by the board in advance of board approval. Resolutions relating to the approval of agreements should be vetted by legal counsel. This is particularly important if legal counsel will be required to provide an opinion relating to the agreement.]

 advised the meeting of that the Corporation had executed a agreement dated with relating to . He then reviewed the agreement, a copy of which had been included as part of the directors’ materials for the meeting and requested the board ratify the execution of the agreement.

Following discussion UPON MOTION DULY MADE, SECONDED AND CARRIED IT WAS RESOLVED THAT:

1. the [Describe transaction] by the Corporation on the terms and conditions contained in the agreement (the “ Agreement”) dated between the Corporation and presented to the board is approved, ratified and confirmed and the execution and delivery of the Agreement in the name and on behalf of the Corporation by is approved, ratified and confirmed;

2. any one or more of the directors and officers of the Corporation are authorized to execute and deliver the Agreement in the name an d on behalf of the Corporation under it corporate seal or otherwise; and

3. any one or more of the directors and officers of the Corporation be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution.

T. Termination of Meeting

There being no further business, ON MOTION DULY MADE, SECONDED AND CARRIED, the meeting was adjourned.

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Chairman

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary

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