

Candidate

From: Partner
Sent: Today's date
To: Candidate
Subject: Trailer Trash Limited – Board Minutes

We have acted for Trailer Trash Limited (TTL) since its incorporation in 2009. It is a small, family-run enterprise that is proving surprisingly successful. It offers a same-day rubbish clearance service for householders who do not want to incur the expense of hiring a skip or the inconvenience of having a skip parked on the drive or the road for several days.

TTL's details are contained in a Company Search Report (attached) that I carried out a short while ago. As you will see, the current directors and shareholders are Bob Burgess and his son Richard and daughter Jade.

Bob is now in his 60's and has decided to retire to Tenerife with his wife Linda. He is to resign as a director and transfer his shares in equal proportions at par to Richard and Jade. Since the current registered office is Bob's home address, this too needs to be changed.

Please would you therefore draft the Board Minutes in order to transact the following business:

- Accept Bob's resignation as director and Chairperson
- Appoint Jade as Chairperson
- Transfer his shares in equal proportions at par to Richard and Jade, and
- Change the registered office to 35, Squarey Street, London SW17 OAB.

As you will have noticed, no shareholders' resolutions are required. The Board Meeting will take place here at our offices (Proctor and Anderson, 1 The Churchyard, London EC1 4PP) at 11 am on [today's date]. Bob, Richard and Jade will all be present. I have also been invited to attend as there will be a small celebration of Bob's retirement.

Thank you

Partner

Note to candidates: this is the list of resources which would be provided for this assessment:

Company Search Report (attached)
Precedent Board Minutes (attached)

Using the precedent Board Minutes provided online you should prepare the necessary Board Minutes.

Company Search Report

Name	Trailer Trash Limited
Date of Incorporation	15 December 2009
Registered Number	635498620
Directors	Robert Burgess(Chair) Jade Johnson Richard Burgess
Company Secretary	Richard Burgess
Registered Office	15, Khartoum Road, London SW17 OJA
Shareholders	200 £1 ordinary shares – Robert Burgess 100 £1 ordinary shares – Jade Johnson 100 £1 ordinary shares – Richard Burgess
Articles of Association	Schedule 1 of the Companies (Model Articles) Regulations 2008 with one amendment; to permit a director who has declared an interest under section 177 CA 2006 to vote and count in the quorum on the matter in which he or she has an interest
Company Seal	None

PRECEDENT BOARD MINUTES

Co. No. []

[] LIMITED ("the Company")

Minutes of a Meeting of the Board of Directors of the Company held at [] on [] 2011 at [] am/pm

PRESENT: • (Chair)

•

IN ATTENDANCE:

•

1. CHAIRMAN AND QUORUM

[] took the chair. It was noted that the quorum necessary for a meeting of the board of directors of the Company was present.

2. DIRECTORS' INTERESTS

Each of the directors present at the meeting declared his or her interests in matters to be discussed at this meeting in accordance with section 177 of the Companies Act 2006 and the Company's Articles of Association, as follows:

-
-

It was noted that a director who had declared an interest under section 177 of the Companies Act 2006 was [not] permitted under the Company's Articles of Association to be counted as participating in the decision making process on such issue for quorum and voting purposes.

3 – [] [SUBSTANTIVE BUSINESS TO BE TRANSACTED]

[] **ADMINISTRATIVE MATTERS**

IT WAS RESOLVED THAT [the Company Secretary] be instructed to file the following with the Registrar of Companies:

-
-
-

IT WAS FURTHER RESOLVED that [the Company Secretary] be instructed to file a copy of the minutes of this meeting in the Company's records and to update the following registers:

-
-
-

[] There being no further business the meeting was declared closed.

.....

Chairman