**Forms & Minutes Pack Ref 19: Directors Meeting Minutes under S.57.1 conversion of EPC to DAC by the members**

**Company Name Limited**

Minutes of a Meeting of the Board of Directors held at Registered Office Address on the day of 201X at a.m./p.m.

**Present:**  Name

 Name

**In Attendance:**

**Chairperson**

**It was resolved:**

That Name be appointed Chairperson for the purposes of this meeting.

**Constitution of the meeting**

The Chairperson noted that notice of the meeting had been given to all Directors and that a quorum of Directors was present. It was noted that pursuant to Section 137 of the Companies Act 2014 (the “Act”), at least one of the directors of the Company is resident in the EEA and that no director present held more than 25 directorships for the purposes of Section 142(1) of the Companies Act 2014 and was therefore entitled to be included in the quorum and vote on all resolutions tabled at the meeting.

**Disclosure of Directors’ Interests**

It was noted that each of the Directors had declared their interest in those matters to be dealt with at the meeting for the purpose of Section 231 of the Companies Act 2014.

## Minutes of the Last Meeting

The Chairperson presented to the meeting the minutes of the last meeting held on Date. The minutes were noted and approved as an accurate record of the last meeting.

**Conversion to New Company Type**

The Chairperson produced to the meeting a court order, which had been obtained pursuant to section 57 (2)(a)/section 57 (2)(b), the contents of which require the company to re-register as a Designated Activity Company, (a “DAC”). After detailed discussion it was decided that it would be in the best interests of the company to comply with the court order and convert to a DAC.

It was noted that as a consequence of conversion to the new company type the words Designated Activity Company/DAC would appear after the company name in place of the word Limited. The new name of the company will be Name Designated Activity Company/DAC. *(If the company does not hold an exemption under section 24 of the Companies Act 1963)*

## Company Constitution

The Chairperson advised the meeting that, in accordance with the conversion requirements under Section 57 of the Act, the company’s existing Memorandum and Articles of Association, would be replaced by a new document to be known as the “Constitution” which would contain the provisions of its existing Memorandum and Articles of Association save as wherein these provisions are not compatible with the Companies Act 2014. Having reviewed the options available under the new Act it was felt to be in the best interest of the company to adopt the Constitution in the form prescribed by section 967 of the Act as attached hereto and marked “A” for the purposes of identification. A draft Constitution was produced to the meeting.

**It was resolved:**

That the regulations contained in the attached document and marked “A” for the purposes of identification, be and are hereby approved and adopted as the Constitution of the company in substitution for and to the exclusion of all existing Memorandum and Articles of Association.

# It was further resolved:

# That the Secretary be instructed to file form N2, directors resolution and Constitution with the Companies Registration Office.

There being no further business the meeting concluded at a.m./p.m.

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## Chairperson Date