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**COMPANY SECRETARY PACK OF RESOLUTIONS**

Notes: This is the consolidation of the various board resolutions that we have obtained from our various start-ups which made different resolutions on different matters. These templates don’t change very much and are quite standard. AGA will not be liable for the use of these company resolution templates.

1. 1st Director Meeting
2. Appointment of New Secretary
3. Allotment – EGM + Notice of Resolution
4. Authorisation – Investment on Company
5. Shares Certificate
6. Resolution – Authority to act on Sales & Purchase Agreement of shares
7. Resolution – Change of Address
8. Resolution – Return on Allotment
9. Resolution – Transfer of shares
10. Increase in Preference share

No. 1 - 1st Director Meeting

**(NAME OF COMPANY)**

###### Unique Entity No. (UEN Number)

(Incorporated in the Republic of Singapore)

Registered Office: (Address of company)

I, (Name of Director), the undersigned, being the Sole Director of (Name of company). (“the Company”) pursuant Article No. 90A of the Company’s Article of Association hereby state that the following ordinary resolutions are deemed to have been duly passed at the **FIRST DIRECTOR’S MEETING** of the Company on

**INCORPORATION**

The Notice of Incorporation dated (Date of Company incorporated) from the Accounting and Corporate Regulatory Authority (“ACRA”) confirming that the Company is incorporated under the Companies Act, Cap. 50 on (Date of Company incorporated) (Unique Entity Number UEN Number) and a copy of the Memorandum and Articles of Association be noted.

**SOLE DIRECTOR**

**RESOLVED** that (Name of Director), having consented to act, be and is hereby appointed as the Sole Director of the Company pursuant to the Articles of Association, be confirmed.

**REGISTERED OFFICE**

**RESOLVED** that the registered office of the Company be situated at (Registered Office Address)

**COMMON SEAL**

**RESOLVED** that the seal, of which an impression appears

in the margin hereof, be adopted as the Common Seal of

the Company.

**BANKERS**

**RESOLVED** that a SGD current account be opened with (Name of Bank) (“the Bank”) in the name of the Company and all resolutions enumerated in the Bank’s standard form, be adopted and deemed as resolutions passed by the Board in connection with the opening of the account.

**FINANCIAL YEAR**

**RESOLVED** that the first financial period of the Company shall be from the date of incorporation, i.e. Jan to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and thereafter the financial year of the Company shall end on the\_\_\_\_\_\_\_ day of each succeeding \_\_\_\_\_\_\_\_\_\_\_\_\_\_.

No. 1 of First Directors’ Meeting (Contined)

**ALLOTMENT OF SUBSCRIBERS’ SHARES**

**AND ISSUANCE OF SHARE CERTIFICATES**

**RESOLVED** that the subscriber to the Memorandum of Association of the Company be registered as shareholders in respect of the shares for which they have subscribed in full in cash at (Amount for each share), namely:

 **Name of Allottee** **No. of Shares Alloted**

 **Ordinary Shares** **Preference Shares**

(Name of Shareholder) (Number of shares)(Number of shares)

That share certificates in respect thereof be issued accordingly to the above allottee and that the Common Seal of the Company be affixed thereto in accordance with the Articles of Association of the Company.

Dated:

**Confirmed As A Correct Record**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

(Name of Director)

Sole Director

No. 2 - Appointment of New Secretary

**(NAME OF COMPANY)**

###### Unique Entity No. (UEN NUMBER)

(Incorporated in the Republic of Singapore)

Registered Office: (REGISTERED ADDRESS OF COMPANY)

I, the undersigned, being the sole director of the Company do hereby consent and agree to pass the following Director’s Resolutions in Writing pursuant to the Articles of Association of the Company:-

**APPOINTMENT OF SECRETARY**

It was resolved that (Name of new Director) be appointed Secretary of the Company with effect from (Date), be and is hereby approved.

**AND FURTHER RESOLVED** that the Company’s secretarial agent, (Name of Company Secretary Company) be authorised to do the necessary notification and lodgement with the Accounting and Corporate Regulatory Authority via Bizfile.

Dated this (Date of agreement).

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

(Name of Director)

Director

No. 3 - Allotment – EGM + Notice of Resolution

**(NAME OF COMPANY)**

###### Unique Entity No. (UEN Number)

(Incorporated in the Republic of Singapore)

Registered Office: (Address of Company)

### EXTRAORDINARY GENERAL MEETING

I, (Name of Director), the undersigned, being the sole member entitled to the whole of the issued share capital of (Name of Company). (“the Company”) pursuant to subsection (1) of Section 184G of the Companies Act Cap. 50 hereby state that the following ordinary resolution is deemed to have been duly passed at the **EXTRAORDINARY GENERAL MEETING** of the Company on (Date of agreement).

**ALLOTMENT/ISSUE OF SHARES BY DIRECTORS**

**Resolved** pursuant to section 161 of the Companies Act that the Directors of the Company be empowered to allot and issue shares of the Company in such numbers and to such person, firm or corporation and at such consideration or price as the Directors in their absolute discretion shall deem fit until the conclusion of the Company’s next Annual General Meeting

**CONFIRMED AS A CORRECT RECORD**

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

**(Name of Director)**

**(Designation)**

**NOTICE OF RESOLUTION**

COMPANY NAME:**(Name of Company)**

COMPANY NO.:**(UEN Number)**

**ORDINARY RESOLUTION PASSED BY THE SOLE MEMBER OF THE COMPANY PURSUANT TO SUBSECTION (1) OF SECTION 184G OF THE COMPANIES ACT CAP. 50 HEREBY STATE THAT THE FOLLOWING ORDINARY RESOLUTION IS DEEMED TO HAVE BEEN DULY PASSED AT THE EXTRAORDINARY GENERAL MEETING ON (Date of EGM)**

**AUTHORITY TO ALLOT AND ISSUE SHARES**

**IT WAS RESOLVED:-**

THAT, subject always to the Companies Act, (Chapter 50), Articles of Association of the Company, full authority be and is hereby given to the Directors of the Company, pursuant to Section 161 of the Companies Act, (Chapter 50) to allot and issue shares of the Company in such numbers and to such persons for such considerations as the Directors think fit, such authority to continue in force until the conclusion of the next Annual General Meeting of the Company.

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

(Name of Director)

(Designation)

Dated this (Date of agreement).

No. 4 - Authorisation – Investment on Company

**(NAME OF COMPANY)**

###### Unique Entity No. (UEN Number)

(Incorporated in the Republic of Singapore)

Registered Office: (Office Registered Address

I, the undersigned, being the sole director of the Company do hereby consent and agree to pass the following Director’s Resolution in Writing pursuant to Articles 73 and 90A of the Articles of Association of the Company:-

**RESOLVED** that the Company be and is authorised to invest in the share capital of (Name of invested company) of (Number of shares) Seed A Preference Shares amounting to (Amt of shares), as per (Name of invested company). Memorandum of Terms attached.

Dated this (Date of Agreement).

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

(Name of Director)

Sole Director

No. 5 - Shares Certificate

Certificate Number

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Number of Shares

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

Name and Address Of Registered Shareholder: (Shareholder company name)

(Address of company)

This is to certify that \* (Name of shareholder)\*

Of (Address of shareholder)

Is/Are the registered holder/s of \* (amount of shares)\* ordinary shares at ($ value of each share) each fully paid in (Name of company invested)

This is to certify that \_(director of invested company)\_ the Director of the above company has received a total amount \_\_$(total value of shares received)\_\_ from TRI5 Ventures I Pte Ltd on \_\_(Date of agreement)\_\_.

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

Name Of ShareholderSignature of Shareholder(Director of invested company)

No. 6 Resolution – Authority to act on Sales & Purchase Agreement of shares

**(NAME OF COMPANY)
Incorporated in Singapore**

DIRECTOR’S RESOLUTION IN WRITING PURSUANT
TO ARTICLE 100 OF THE COMPANY’S ARTICLES OF ASSOCIATION

**RESOLVED:**

(Name of Director), a director of the Company, be hereby authorized to conduct the sale and purchase agreement of shares in (Name of company invested in) for and on behalf of the Company and also be auhtoised to sign, initial, accept or execute all documents in connection with the transaction.

Dated: (Date of agreement)

DIRECTORS

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
(Name of Director)

No. 7 - Resolution – Change of Address

**(Name of Company)
Unique Entity No. (UEN Number)
Incorporated in Singapore**

DIRECTOR’S RESOLUTION IN WRITING PURSUANT
TO ARTICLE 100 OF THE COMPANY’S ARTICLES OF ASSOCIATION

**RESOLVED:**

**CHANGE OF REGISTERED OFFICE ADDRESS**

That the change of registered office address be hereby effected to:

(New Company address)

Dated: (Date of agreement)

(Name of Director)
(Designation)

No. 8 - Resolution – Return on Allotment

**(Name of Company)
Unique Entity No. UEN Number
Incorporated in Singapore**

DIRECTOR’S RESOLUTION IN WRITING PURSUANT
TO ARTICLE 90 OF THE COMPANY’S ARTICLES OF ASSOCIATION

**RESOLVED:**

That pursuant to the authority given to the directors, under Section 161 of the Companies Act, Cap 50, the directors hereby approve the following:

1. Allotment of new preference shares of (Number of shares) priced at (shares value) be issued to the following and that it be entered in the register of members as the holder of such shares:
	1. (Name of shareholder) (Number of shares)

Dated: (Date of agreement)

(Name of Director)
(Designation)

No. 9 - Resolution – Transfer of shares

**(Name of company)
Unique Entity No. (UEN Number)
Incorporated in Singapore**

DIRECTOR’S RESOLUTION IN WRITING PURSUANT
TO ARTICLE 90 OF THE COMPANY’S ARTICLES OF ASSOCIATION

**RESOLVED:**

**TRANSFER OF SHARES**

That the following transfers for ordinary shares of (total value of shares) fully paid in the capital of the company be and is hereby approved:-

TRANSFEROR TRANSFEREE NO. OF SHARES
(Name of transferor) (Name of transferee) (Total no. of shares)

Dated: (Date of agreement)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
(Name of Director)

(Designation)

No. 10 - Increase in Preference share

**(NAME OF COMPANY)**

###### Unique Entity No. (UEN Number)

(Incorporated in the Republic of Singapore)

Registered Office: (Company registered address)

I, the undersigned, being the sole director of the Company do hereby consent and agree to pass the following Director’s Resolutions in Writing pursuant to the Articles of Association of the Company:-

**RESOLVED:**

1. That pursuant to the authority given by the sole member in the special resolution duly passed at the EGM of the company held on (Date of EGM held), the share capital of the Company be increased to (Amt of increased share capital) by way of further subscription of (Amt of shares added) Preference Shares at (Value of each share) each amounting to (Amt of shares added) to (Name of shareholder), payable in cash, be and is hereby approved.
2. That it is hereby confirmed that the sum of (Amt of shares added) being the relevant share application monies payable in respect of the abovesaid share allotment has been received in full by the Company at the date of this share allotment by depositing the same into the bank account of the Company.
3. That the Company Secretary on being appointed, be instructed to issue share certificate to the abovementioned allottee with the Common Seal affixed thereto in accordance with the Company’s Articles of Association, to record the particulars of such allotment in the statutory registers of the Company and to file the necessary returns with ACRA.

Dated: (Date of agreement)

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

(Name of Director)

Sole Director