**WAIVER OF NOTICE**

**INITIAL MEETING OF THE DIRECTORS**

**[COMPANY NAME]**

The directors DO HEREBY WAIVE NOTICE of the place, time and purpose of the first meeting of the Board of Directors of said company.

We choose the [DAY]th day of [MONTH], [YEAR] at [TIME] at [ADDRESS] as the date, time and place of said meeting; the purpose of said meeting being to elect officers, authorise the issue of the capital stock, authorise the purchase of property if necessary for the business of the company, and the transaction of such other business as may be necessary or advisable to facilitate and complete the organisation of said company, and to enable it to carry on its intended business.

Dated: [DATE]

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

[NAME 1]

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

[NAME 2]

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

[NAME 3]

**MINUTES OF FIRST MEETING OF THE BOARD OF DIRECTORS**

**[YOUR COMPANY NAME]**

1. The first meeting of the Board of Directors was held at [PLACE] on the [DAY]th day of [MONTH], [YEAR] at [TIME].

Present were:

[LIST OF NAMES]

Constituting *a quo*rum of the Board.

1. [NAME] acted as Chairman and [NAME] was appointed temporary Secretary of the meeting.
2. The Secretary presented and read a waiver of notice of the meeting, signed by all the directors.
3. The minutes of the organisation meeting of incorporators were read and approved.
4. The following persons were nominated to the offices set opposite their respective names, to serve for one year and until their successors are elected and qualify:

[NAME] - Chairman

[NAME] - Vice Chairman

[NAME] - Secretary

[NAME] - President

[NAME] - Chief Financial Officer

1. All the directors present having voted, the Chairman announced that the aforesaid had been unanimously chosen as said officers, respectively.

1. The Chairman thereupon took the chair, and the Secretary thereupon entered upon the discharge of his duties.

1. **Upon motion, duly made, seconded and carried, it was RESOLVED:**

That the stock certificates of this company shall be in the form submitted at this meeting.

1. **Upon motion, duly made, seconded and carried, it was RESOLVED:**

That the seal, an impression of which is herewith affixed, be adopted as the company seal of this company.

1. The Secretary was authorised and directed to procure the proper company books.
2. **Upon motion, duly made, seconded and carried, it was RESOLVED:**

That the officers of this company be authorised and directed to open a bank account in the name of the company, in accordance with a form of bank resolution attached to the minutes of this meeting.

1. [NAME] reported the following balances in the bank accounts of the company at [BANK]:

Savings [ACCOUNT #]: [AMOUNT]

Current [ACCOUNT #]: [AMOUNT]

1. **Upon motion, duly made, seconded and carried, the following preambles and resolutions were unanimously adopted:**

WHEREAS, the following offer has been made to the company in consideration of the issuance of fully paid and non-assessable shares of the company:

Price = [AMOUNT] per share

[NUMBER] shares issued to [NAME]

[NUMBER] shares issued to [NAME]

[NUMBER] shares issued to [NAME]

([NAME], [NAME] and [NAME] hereafter known as "Offerors")

WHEREAS, In the judgement  of this Board of Directors of this company, said offer is good and sufficient consideration for the shares demanded therefore and necessary for the business of this company,

Now, therefore, be it RESOLVED:

That the aforesaid offer be, and is hereby accepted, and that the President and Secretary of this company be and they hereby are authorised and directed to execute in the name and on behalf of this company, and under its company seal, such agreement or agreements as may be necessary in accordance with said offer.

FURTHER RESOLVED:

That the President and Secretary be, and they hereby are, authorised and directed to issue and deliver in accordance with said offer certificates of fully paid and non-assessable shares of this company to the said Offerors.

1. **Upon motion, duly made, seconded and carried, the following preambles and resolutions were unanimously adopted:**

WHEREAS, the following loans have been offered to the company in consideration of the issuance of promissory notes from the company:

[LIST]

WHEREAS, in the judgement  of this Board of Directors of this company, said offer is good and sufficient consideration for the loan offered therefore and necessary for the business of this company,

Now, therefore, be it RESOLVED:

That the aforesaid offer be, and is hereby accepted, and that the proper officers of this company be, and they hereby are authorised and directed to execute in the name and on behalf of this company, and under its company seal, such agreements, copies of which are attached hereto, as may be necessary in accordance with said offer.

1. **Upon motion, duly made, seconded and carried, it was RESOLVED:**

That in compliance with the laws of the [STATE/PROVINCE] of [COUNTRY], this company have and continuously maintain a registered office within the Province of [STATE/PROVINCE] and have an agent at all times in charge thereof, upon which agent process against this company may be served, and that the books and records of the company shall be available for examination by any stockholder for any proper purpose as provided by law.

1. **Upon motion, duly made, seconded and carried, it was RESOLVED:**

That the proper officers of the company be and they hereby are authorised and directed on behalf of the company, and under its company seal, to make and file such certificate, report or other instrument as may be required by law to be filed in any state, province, or dependency of [COUNTRY] or in any foreign country, in which said officers shall find it necessary or expedient to file the same to authorise the company to transact business in such state, province, dependency or foreign country.

1. **Upon motion, duly made, seconded and carried, it was RESOLVED:**

That the Chief Financial Officer be, and hereby is authorised, to pay all fees and expenses incident to and necessary for the organisation of the company.

There being no further business, the meeting upon motion adjourned.

Dated: [DATE]

[SECRETARY NAME], Secretary [CHAIRMAN NAME], Chairman