Board minutes: declaring a dividend

Fill in every blank and tick one option where a choice is shown. Write dates as DD/MM/YYYY. Keep these minutes even if the company has only one director. Base the decision on accounts that show enough profits available for distribution; your accountant can prepare management accounts if needed. Sections marked “(optional)” may be left blank.

Company name _____

Company registration number _____

Registered office _____

Date, time and place of meeting _____

Directors present _____

Chair of the meeting _____

Also attending (optional) _____

1. Quorum

The chair confirmed that notice of the meeting had been given to all directors and that a quorum was present, or that the company has a sole director.

2. Directors’ interests

Directors who hold shares in the company noted that they will receive the dividend as shareholders. Other interests declared: _____ (write “None” if none).

3. Accounts reviewed

The directors reviewed the following accounts: ☐ last filed annual accounts ☐ interim or management accounts made up to _____ / _____ / _____ .

These show profits available for distribution of £ _____ after allowing for Corporation Tax and any dividends already paid from these profits. The directors were satisfied that the company has enough profits available for distribution under Part 23 of the Companies Act 2006 to pay the dividend below, and that the company will still be able to pay its debts as they fall due after paying it.

4. Dividend resolution

IT WAS RESOLVED that (tick one):

☐ an interim dividend be paid, as the directors may decide under the company’s articles, or

☐ a final dividend be recommended to the shareholders for approval by ordinary resolution,

of £ _____ per _____ share (class), totalling £ _____ , for the accounting period ending _____ / _____ / _____ , to shareholders on the register of members at _____ / _____ / _____ (record date), to be paid on _____ / _____ / _____ .

5. Paperwork and payment

The amount due to each shareholder is set out in the schedule to these minutes. Any director (or the company secretary) was authorised to sign a dividend voucher for each shareholder and to arrange payment on the payment date.

6. Other business (optional)

Record any other decisions taken at the meeting

There being no further business, the meeting closed at _____ : _____ .

Signed by the chair _____

Name in capitals _____

Date signed _____

Schedule: dividend due to each shareholder

Shareholder	Share class	Shares held at record date	Dividend per share (£)	Amount (£)
Total (must equal the total in minute 4)				

Final dividend only: shareholders' approval

Complete this part only if a final dividend was recommended in minute 4. Under the Model Articles, shareholders declare a final dividend by ordinary resolution, and it cannot be more than the amount the directors recommended.

Approved on (date) _____

☐ General meeting ☐ Written resolution _____

Amount approved per share (£) _____

Before you file these minutes

Check that the total in the schedule matches minute 4 and is not more than the profits available for distribution in minute 3, that a dividend voucher has been issued for each shareholder, and that a copy of the accounts reviewed is kept with these minutes.

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