

Illustrative Form and Content of Minutes of General Meetings

The Companies Act requires companies to keep minutes of all proceedings of general meetings and the terms of all resolutions must be entered in books kept for that purpose¹. The books are required to be kept at the same place. If a company fails to keep minutes of meetings or resolutions the company and any officer of it who is in default will be guilty of a category 4 offence².

Section 199 does not specify the information that should be recorded in the minutes. However, minutes should represent an accurate reflection of what transpired at a meeting. Accordingly, it is recommended that, as a minimum, the following information should be recorded in minutes.

General Meetings of Companies

- Date, time and location of the meeting;
- Names of the directors and secretary present;
- Persons from whom apologies for inability to attend have been received;
- Name of the person chairing the meeting (Chairperson);
- Names of other persons present (at the 'top table') and the capacity in which they are in attendance;
- Approval of minutes of previous meeting and any corrections requested;
- Details of any documents or papers tabled for consideration by the members, including the title and author of any such documents. Documents that will form the basis of decisions (resolutions) at the meeting, such as the financial statements and auditor's report (where applicable), must be circulated to the members before the meeting to afford them an opportunity to study them;
- Details of proposals put before the members for vote, the names of the persons proposing and seconding the proposals;
- Details of any conflicts of interest declared by directors and whether, for example, they refrained from participating in any discussions, abstained from any vote taken or absented themselves from the meeting for any discussions on the matter;
- An account of the views expressed by each person making a contribution to the discussion should be recorded, including, for example, questions put to the board from the floor by members and the responses given. While the minutes may summarise the contributions made, the summary should accurately reflect the substance of the contributions made. Where a board member specifically requests that their contribution be minuted e.g. where disagreement arises, particular care should be taken to ensure that the minutes accurately reflect the contribution made;
- The results of any vote taken (as declared by the Chairperson) and whether it was taken by a show of hands or by poll;
- Details of the resolutions passed by the company i.e. formal decisions made following a vote;
- Signature of the Chairperson of the board certifying that the recorded minutes are an accurate reflection of the proceedings;
- The agenda, as circulated to those attending the meeting should be appended to the minutes (each item on the agenda should be sequentially numbered for ease of reference).

¹ Section 199 Companies Act

² Section 871 Companies Act

Importance of Minutes of Meetings

Minutes are often seen as mundane and bureaucratic but they should play a fundamental part in any company's management. The keeping of minutes of meetings reflects the principle that the directors are collectively delegated the authority of running the company, and also that the members have the opportunity to hold the directors to account.

Accurate minutes act as an audit trail of decisions taken and are particularly important where there are contentious issues. A failure to maintain accurate and meaningful minutes may be ultimately interpreted in court as being symptomatic of more serious underlying problems with the company.

In the same context, minutes are the formal written record of the business transacted at a meeting and can be submitted in court as evidence of the business being run in a proper manner.