TEMPLATE RESOLUTIONS TO ENTER DEED OF INDEMNITY AND/OR EFFECT DIRECTORS' AND OFFICERS' LIABILITY INSURANCE – USER NOTES

This resolution is intended for use with our template deed of indemnity when a company wishes to indemnify a director for:

- liability arising from their acts or omissions as a director of the company
- costs incurred in defending or settling claims brought against them in their capacity as a director of the company,

to the maximum extent allowed under the Companies Act 1993.

This resolution also approves the company effecting directors' and officers' liability insurance in favour of the directors of the company for liabilities and costs incurred in their capacity as a director of the company, to the maximum extent allowed under the Companies Act 1993.

The company may only provide the indemnity and/or take out the insurance contemplated by this resolution if it is expressly authorised by its constitution to do so. The Kindrik Partners template constitution (see the *governance* section of the templates page of our website) includes the required authorisations.

This resolution assumes that directors will sign a written resolution, rather than approve the deed of indemnity and/or the insurance during a meeting. A written resolution must be signed by all directors of the company.

The directors who sign a directors' resolution authorising the company to take out directors' and officers' liability insurance will also need to sign a directors' certificate that complies with section 162(6) of the Companies Act 1993 (the form of which follows below).

The company must update its interests register to record any indemnity given to, or insurance effected for, any director of the company.

USING THIS TEMPLATE

The ***User Notes*** and the statements in the footer (all marked in red) are included to assist you to prepare this document. They are for reference only. You should delete all user notes and the statements in the footer from the final form of your document.

The use of [*square brackets*] around black text means that:

- the requested details need to be inserted
- there are different options for you to consider within a clause

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- the whole clause is optional and you need to consider whether to include it, based on the company's circumstances and the user notes.

Before finalising your document, check for all square brackets to ensure you have considered the relevant option and deleted the brackets.

If you delete any clause or schedule, remember to cross reference check the document.

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RESOLUTIONS OF THE DIRECTORS OF [*INSERT COMPANY NAME*]

(**Company**)

DATE

NOTED:

A **[*User note: Use paragraph A if the Company is indemnifying a single director.*]** [*The Company wishes to enter into a deed of indemnity, substantially in the form circulated with this resolution (**Deed of Indemnity**), under which the Company will indemnify the director of the Company named in that Deed of Indemnity (**Director**) in accordance with section 162 of the Companies Act 1993 (**Act**) and as authorised by clause [insert reference to clause under which the Company can indemnify its directors] of the Company's constitution.*]

B **[*User note: Use paragraph B if the Company is indemnifying multiple directors.*]** [*The Company wishes to enter into [insert number of directors being indemnified] deeds of indemnity, substantially in the form circulated with this resolution (**Deeds of Indemnity**), under which the Company will indemnify the directors of the Company named in those Deeds of Indemnity (**Directors**) in accordance with section 162 of the Companies Act 1993 (**Act**) and as authorised by clause [insert reference to clause under which the Company can indemnify its directors] of the Company's constitution.*]

C **[*User note: Use paragraph C if the Company is to take out directors' and officers' liability insurance in respect of the directors of the Company.*]** [*The Company wishes to effect directors' and officers' liability insurance in accordance with section 162(5) of the Act and as authorised by clause [insert reference to clause under which the Company can take out insurance for its directors] of the Company's constitution, in respect of each of the directors of the Company for any:*

a *liability, not being criminal liability, for any act or omission of a director of the Company in their capacity as a director of the Company, and any costs incurred by a director of the Company in defending or settling any claim or proceeding relating to any such liability; and*

b *costs incurred by a director of the Company in defending any criminal proceedings that have been brought against a director of the Company in relation to any act or omission in their capacity as a director of the Company in which they are acquitted,*

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(***Insurance***).]

D **[*User note: List each of the directors being indemnified or insured by the Company in the table below. The Company's register of directors' interests will need to be updated to record the fact that the directors have been indemnified and (if applicable) insured.*]** The following directors have declared their interest in the subject matter of this resolution for the purposes of sections 140 and 141 of the Act:

DIRECTOR	NATURE OF INTEREST
[*insert name of director*]	In [*his/her*] capacity as an indemnified director **[*Delete if not applicable*]** [*and as a director covered by the Insurance*].
[*insert name of director*]	In [*his/her*] capacity as an indemnified director **[*Delete if not applicable*]** [*and as a director covered by the Insurance*].

RESOLVED THAT:

1 The transactions contemplated by the [*Deed of Indemnity*] **[*Or – delete as applicable*]** [*Deeds of Indemnity*], on substantially the terms of the [*Deed of Indemnity*] **[*Or – delete as applicable*]** [*Deeds of Indemnity*], are approved.

2 The Company enter into and execute the [*Deed of Indemnity*] **[*Or – delete as applicable*]** [*Deeds of Indemnity*] and carry out all transactions contemplated by the [*Deed of Indemnity*] **[*Or – delete as applicable*]** [*Deeds of Indemnity*].

3 Any two directors are authorised to execute for the Company the [*Deed of Indemnity*] **[*Or – delete as applicable*]** [*Deeds of Indemnity*], and any director is authorised to execute any other documents, and to take all actions as may be considered necessary, to give effect to the entry into, and transactions contemplated by, the [*Deed of Indemnity*] **[*Or – delete as applicable*]** [*Deeds of Indemnity*], (except that any two directors are authorised to execute any documents required to be executed as a deed).

[*User note: Delete resolutions 4 and 5 below if paragraph C of this resolution has been deleted.*]

4 [*After taking account of all relevant factors, in the opinion of the directors, the cost of effecting the Insurance is fair to the Company.*]

5. [*The Company arrange and effect the Insurance.*]

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SIGNED

[*Insert director name*]	[*Insert director name*]

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TEMPLATE DIRECTORS' CERTIFICATE IN RELATION TO EFFECTING DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

[User notes:

1 Each director who signs a resolution approving the effecting of directors' and officers' liability insurance must also sign a certificate in the form below, which complies with section 162(6) of the Companies Act 1993.

2 This certificate is not required if the company is not effecting directors' and officers' liability insurance.]

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[*INSERT COMPANY NAME*]

(**Company**)

DIRECTORS' CERTIFICATE

in accordance with section 162(6) of the Companies Act 1993

DATE

NOTED:

The Company is to effect directors' and officers' liability insurance, in accordance with section 162(5) of the Companies Act 1993 and as authorised by clause [*insert reference to clause under which the Company can take out insurance for its directors*] of the Company's constitution, in respect of each of the directors of the Company (**Directors**) for any:

a liability, not being criminal liability, for any act or omission of a Director in their capacity as a director of the Company, and any costs incurred by a Director in defending or settling any claim or proceeding relating to any such liability; and

b costs incurred by a Director in defending any criminal proceedings that have been brought against a Director in relation to any act or omission in their capacity as a director of the Company in which they are acquitted,

(**Insurance**).

THE UNDERSIGNED DIRECTORS OF THE COMPANY HEREBY CERTIFY AS FOLLOWS:

After taking account of all relevant factors, in the opinion of the directors, the cost of effecting the Insurance is fair to the Company.

SIGNED

[*Insert director name*]	[*Insert director name*]

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