**BOARD RESOLUTION APPROVING NEGOTIATION WITH [COMPANY NAME]**

**DULY PASSED ON [DATE]**

**APPROVING NEGOTIATION WITH [COMPANY NAME]**

BE IT RESOLVED:

THAT the officers of the Company be and they are hereby authorised to continue negotiating with [NAME OF COMPANY] with a view to entering into [SPECIFY TYPE OF AGREEMENT] in substance similar to the draught Documentation presented to the meeting, subject to approval by the Board of Directors of the definitive agreement between the Company and [COMPANY NAME], regarding [SPECIFY].

THAT the officers of the Company be, and they are hereby authorised to conclude with [COMPANY NAME] or with any other company capable of entering into a similar agreement.

RESOLVED FURTHER, that the officers of [YOUR COMPANY NAME] are, and each acting alone is, hereby authorised and directed to take such further action as may be essential, appropriate or advisable to implement this resolution and amendment and any such prior actions are hereby ratified; and

We, the undersigned, hereby certify that [YOUR COMPANY NAME] is comprised [NUMBER] members, of whom [NUMBER], constituting *a quo*rum, were present at a meeting duly and regularly called, noticed, convened and held this [DAY] day of [MONTH, YEAR], and that the foregoing Resolution was duly adopted at said meeting by the affirmative vote of [NUMBER] members, and opposed by [NUMBER] members, and that said Resolution has been duly recorded in the Minute Book and is in full force and effect.

DIRECTOR

DIRECTOR

DIRECTOR