Template

This template is intended to cover situations that frequently arise in practice. However, it should not be considered as definitive, complete or tailored to any specific case. It does not constitute legal advice. This template should not be used without possessing qualified know-how or without first consulting a qualified advisor regarding the specific circumstances.

**Resolutions of the Board of Directors by email**

1. **Email of the Chair to all members of the Board of Directors**

Dear Members of the Board of Directors of [Sample Ltd],

I hereby request a vote on the invitation to the Annual General Meeting by email in accordance with the attached draft (including agenda items and motions) (Art. 713 para. 2 item 3 CO).

To validly cast your vote or to abstain, please reply to this email by [date] at the latest. To give your consent, please insert the text below into your reply (*copy/paste*). Replies received after this date cannot be considered.

The vote must be **clear** and **unconditional**.

Thank you and best regards,

[name]

Annex: Draft invitation to the Annual General Meeting

Resolution of the Board of Directors of [Sample Ltd] of [datum] by email:

I hereby approve the draft of the invitation to the Annual General Meeting, including the agenda and the motions of the Board. The shareholders are to be invited to the Annual General Meeting based on the submitted draft of the invitation.

I expressly waive further oral debate on the above resolution.

1. **Minutes of the resolution of the Board of Directors by email[[1]](#footnote-2)**

**Minutes
of the resolution of the Board of Directors
of [Sample Ltd]**

Date: [date]

Form: written resolution by email (Art. 713 para. 2 item 3 CO)

Participation: [name]

 [name]

 [name]

Excused --

By email dated [date], the Board of Directors was requested to participate in the subsequent resolution, with a deadline of [date [[2]](#footnote-3)] at the latest. For this resolution, [name] took the Chair and acted as Secretary at the same time.

The Chair confirms that all members of the Board participated in this resolution and that the Board was therefore duly constituted and had a quorum. No objections were raised, and no member requested further oral debate.

The Board of Directors therefore unanimously passed the following resolution:

Approval of the draft of the invitation to the Annual General Meeting, including the agenda and the motions of the Board. The shareholders are to be invited to the Annual General Meeting based on the submitted draft of the invitation.

The Chair and Secretary

[name]

Annex: Draft invitation to the Annual General Meeting

1. For the purpose of documenting the resolution. [↑](#footnote-ref-2)
2. Corresponds to the date of the resolution. [↑](#footnote-ref-3)