**SHAREHOLDER RESOLUTIONS**

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| --- |
| **OPENING OF BANK ACCOUNT** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

|  |
| --- |
| **WRITTEN** **SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. These resolutions relate to the Company opening a USD Overdraft Account (the “**Account(s)**”) with [Bank] (the “**Bank**”) (the "**Matter**").
   2. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
2. CONSIDERATION
   1. Copies of the latest drafts of the Documents **(SCHEDULE 1 | DOCUMENTS)** have been received and considered by the Shareholders.
   2. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will be in the long term benefit and interests of the Company and its stakeholders.
   3. It is the opinion of the undersigned Shareholders that entry into the Documents and performance by the Company of its obligations under them, will not conflict with or result in any breach of any other documents to which the Company is a party.
3. RESOLUTIONS
   1. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company's constitution) agree by way of ordinary resolution that:
      1. the Company opens the Account(s) with the Bank;
      2. the Company may from time to time open, maintain and close such other accounts with the Bank as the Authorised Signatories may, in their sole discretion, believe to be necessary or expedient to the operations of the Company;
      3. each director (each an "**Authorised Signatory**") be collectively and individually authorised to operate the Accounts on behalf of the Company;
      4. the Company’s entry into the Documents and undertaking the matters contemplated by them, will be within its powers and objects as set out in its constitutional documents;
      5. the Company has full capacity to enter into the Documents and undertake the matters contemplated by them;
      6. each Authorised Signatory, and in the case of a deed any two Authorised Signatories or any Authorised Signatory with a witness, be collectively and individually authorised to negotiate, amend, execute and dispatch the Documents on behalf of the Company; and
      7. each Authorised Signatory be collectively and individually authorised to negotiate, amend, execute and dispatch on behalf of the Company any and all documents and notices incidental or connected to the Documents and the Matter.
4. RATIFICATION
   1. The undersigned Shareholders agree that that any and all actions of the Company and/or the Authorised Signatories taken prior to the date of these resolutions in connection with the Documents and/or the Matter are hereby ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each Authorised Signatory is authorised to complete any filing with any authorities, company or person required in relation to these resolutions or the Documents and the Matter.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

* To signify your agreement to the Resolution, you must:
  + sign this document where indicated above;
  + return the signed document to the Company; and
  + ensure that this document is received by the Company no later than the notified date to you by the Company.
* If the resolutions are not passed by such date, they will lapse.
* Once given, your agreement to these resolutions may not be revoked.

**SCHEDULE 1 | DOCUMENTS**

In these resolutions, the term "Documents" shall mean:

1. [Document description]