

### Retention Schedule 3. Meetings and Minutes

Record description	Regulatory retention period and source	Recommended retention period	Form in which to be kept	Reasons and remarks
<b>Meetings of Directors</b>				
1 Agenda Papers for board and board committee meetings.		At least as long as the minutes of the relevant meeting, particularly where the papers are necessary in order to understand the minutes.	Originals may be required if the minutes refer to a copy signed by the chairman for the purposes of identification.	Limitation/Commercial It is not good practice to draft minutes that require agenda papers to be kept in this manner.
2 Board minutes (signed copy).	Ten years for meetings held on or after 1 October 2007. [CA 06, s.248]  Permanently for meetings held before that date. [CA 85, s.382]	Life of the company.	In any form (including electronic) [CA 06, s.1135/CA 85, s.722 and s.723], although minute books are usually kept in paper form for evidential reasons.	Signed originals should be entered in a minute book.
3 Board committee minutes (signed copy).	Ten years for meetings held on or after 1 October 2007. [CA 06, s.248]  Permanently for meetings held before that date. [CA 85, s.382]	Life of the company.	In any form (including electronic) [CA 06, s.1135], although minute books are usually kept in paper form for evidential reasons.	Signed originals should be entered in a minute book.

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<p>4 Written resolutions of the board.</p>	<p>Ten years for resolutions approved on or after 1 October 2007. [CA 06, s.248]</p> <p>Permanently for resolutions approved before that date. [CA 85, s.382]</p>	<p>Life of the company.</p>	<p>In any form (including electronic) [CA 06, s.1135], although minute books are usually kept in paper form for evidential reasons.</p>	<p>Record of written resolution (and/or signed originals) should be entered in minute book. If signed originals not entered, they should be kept for at least six years.</p>
<p>5 Attendance record.</p>		<p>If required by articles (e.g. reg.86 of 1948 Table A), life of the company.</p>	<p>As required by articles.</p>	<p>If separate record not required by articles, the list of attendees in the minutes will suffice.</p>
<p>6 Register of directors' declarations of interests in transactions or arrangements.</p>	<p>Ten years. [CA 06, s.177, ss.182-7 and s.248]</p>	<p>Life of company. [CA 06, s.177, ss.182-7 and s.248]</p>	<p>In any form (including electronic). [CA 06, s.1135]</p>	<p>Details of Directors' declarations should either be recorded in the minutes or in a register. If entered in a register, it must be treated as a subset of the minutes.</p>

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7	Sealing register.	Ten years. [CA 06, s.248]	Life of company where articles require board (or board committee) to approve sealing of documents and relevant minutes refer to entries in sealing register.	In any form (including electronic). [CA 06, s.1135]	If full details of documents approved for sealing are included in the minutes, these reasons do not apply. However, it will still be good practice to keep any register for at least twelve years after the date of the last entry.
<b>Shareholder Meetings</b>					
8	Notices of general and class meetings (signed copy).		Twelve years minimum or life if notice is necessary to understand the minutes.	Original preferable.	Business needs/evidence/in case of challenge to validity of meeting and/or resolutions by virtue of defective notice.
9	Circulars to shareholders (master copy).		Twelve years minimum or life if circular is necessary to understand the minutes.	Original preferable.	Same reason as above (circular deemed to be part of the notice).
10	Certificate of posting of notices.		Two years minimum suggested.	Original preferable.	The likelihood of anyone challenging the validity of a meeting on the grounds of lack of notice is slim, and any such challenge would normally be initiated fairly soon after the meeting.

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<p>11 Minutes of general and class meetings.</p>	<p>Ten years for meetings held on or after 1 October 2007. [CA 06, s.355]</p> <p>Permanently for meetings held before that date. [CA 85, s.382]</p>	<p>Life of company.</p>	<p>In any form (including electronic) [CA 06, s.1135], although minute books are usually kept in paper form for evidential reasons.</p>	<p>Signed originals should be entered in minute book.</p>
<p>12 Record of statutory written resolutions of company.</p>	<p>Ten years for resolutions approved on or after 1 October 2007. [CA 06, s.355]</p> <p>Permanently for resolutions approved before that date. [CA 85, s.382]</p>	<p>Life of the company.</p>	<p>In any form (including electronic) [CA 06, s.1135], although minute books are usually kept in paper form for evidential reasons.</p>	<p>Statutory – record of resolution (and of signatures) must be entered in the minute book and signed by a director or the secretary. Signed originals need not be included but it is good practice to retain them for at least twelve years.</p>
<p>13 Written record of decision of sole member.</p>	<p>Ten years for decisions made on or after 1 October 2007. [CA 06, s.355 and 357]</p> <p>Permanently for decisions made before that date. [CA 85, s.382]</p>	<p>Life of the company.</p>	<p>In any form (including electronic) [CA 06, s.1135], although minute books are usually kept in paper form for evidential reasons.</p>	<p>Statutory – record should be entered in minute book.</p>

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14 Proxy forms – no poll demanded.		One year after meeting.	Proxies may have been submitted in paper or electronic form.	Best practice.
15 Proxy forms / polling cards – poll demanded.		One year after meeting.	Proxy forms would be retained in the format in which they were submitted. Polling cards would be in paper form.	Best practice.
16 Proxy forms used at meetings convened by court.		At direction of court or one year after court supervision.	Retained in form in which they are submitted.	
17 Results of a poll required to be made available on a website by a quoted company.	Two years after the date it is made available on the website. [CA 2006, ss.341 and 353]	Same.	On a website in electronic form.	
18 Report of an independent assessor on a poll.	Two years after the date it is made available on the website. [CA 2006, ss.341 and 353]	Same.	On a website in electronic form.	