with the Inspector of Election if they had not already done so. \_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_ **[Chair]** then asked that the Secretary of the meeting present his

\_\_\_\_\_\_\_\_\_\_\_\_, a representative of \_\_\_\_\_\_\_\_\_\_\_\_, counsel to the Company.

and

auditors

independent

Company’s

the

\_\_\_\_\_\_\_\_\_\_\_\_,

of

resentative

its executive offi cers who were present at the meeting, \_\_\_\_\_\_\_\_\_\_\_\_, a rep-

**[Chair]** then introduced the members of the Board of Directors of the Company,

or her report.

asked that all **[share][stock]**holders and proxy holders register their presence

**\_\_\_\_\_\_\_\_\_\_\_\_ [Chair]** called the meeting to order. \_\_\_\_\_\_\_\_\_\_\_\_ **[Chair]**

meeting.

**[name of transfer agent]** was appointed to act as Inspector of Election for the

***if someone other than transfer agent is acting as inspector]*** \_\_\_\_\_\_\_\_\_\_\_\_ of

and \_\_\_\_\_\_\_\_\_\_\_\_ recorded the minutes as Secretary of the meeting. ***[Revise***

\_\_\_\_\_\_\_\_\_\_\_\_, the Company’s **[title]**, presided as Chair of the meeting

**[Names]**

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**MINUTES OF THE ANNUAL MEETING OF THE**

**of Shareholders**

**Form of Minutes of Annual Meeting**

Appendix P

**[SHARE][STOCK]HOLDERS OF**

The following directors were present at the meeting:

**[share][shareholders]** of record as of **[record date]**.

Meeting of **[Share][Stock]**holders dated **[date of notice]** duly delivered to all

on **[date]** at **[time]** at **[location/address]**, pursuant to the Notice of Annual

The Annual Meeting of the **[Share][Stock]**holders of **[Company]** was held

**[Date]**

**[COMPANY]**

**\_\_\_\_\_**

***[Revise the following as necessary for the proposals acted upon at the meeting]***

**2.**

**[Amendment**

**of**

**the**

**Stock**

**Option**

**Plan].**

**[\_\_\_\_\_\_\_\_\_\_\_\_**

**[Chair] then introduced the second order of business, the proposed amend-**

**ment to the Company’s \_\_\_\_\_\_\_\_ Stock Option Plan in order to increase the**

**number of shares reserved for issuance under the Plan.]**

**There were no further nominations offered. A [stock]holder moved that**

**the nominations be closed, and this motion was seconded. \_\_\_\_\_\_\_\_\_\_\_\_**

**[Chair] then declared the nominations closed.]**

**3.**

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the polls were now open, noting the time as [**time**] ***[Delaware public compa-***

**Ratifi cation of the Appointment of the Company’s Independent**

**Auditors.** \_\_\_\_\_\_\_\_\_\_\_\_ [Chair] then introduced the [**third**] and fi nal order of

business, the ratifi cation of the appointment of \_\_\_\_\_\_\_\_\_\_\_\_ as the Company’s

independent auditors for the fi scal year ending \_\_\_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_ **[Chair]** then called for any discussion of the proposals

before the meeting. There was none. \_\_\_\_\_\_\_\_\_\_\_\_ **[Chair]** announced that

***bylaws*]** **[\_\_\_\_\_\_\_\_\_\_\_\_ [Chair] called for other nominations from the fl oor.**

***nies required to announce time polls open for voting].*** **\_\_\_\_\_\_\_\_\_\_\_\_ [Chair]**

explained the voting procedure **[and asked if any [share][stock]holder in-**

**tended to invoke cumulative voting]. [*Delete if cumulative voting does not***

***apply*] [No] [A] [share][stock]holder gave notice that he/she intended to use**

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**1.**

**\_\_\_\_\_\_\_\_\_\_\_\_ [Secretary]** reported that **[share][stock]**holders of record as

of **[record date]** were entitled to notice of and to vote at the meeting, and he/

she noted that the list of **[stock]**holders, the Notice of Annual Meeting and the

affi davit of mailing were available at the meeting for inspection by any **[share]**

**[stock]**holder. \_\_\_\_\_\_\_\_\_\_\_\_ **[Secretary]** announced that \_\_\_\_\_\_\_\_\_\_\_\_ shares

of Common Stock (of \_\_\_\_ total shares outstanding on the record date) were

present at the meeting or represented by proxies. \_\_\_\_\_\_\_\_\_\_\_\_ **[Secretary]**

declared that a quorum was present.

**Election**

**of**

**Directors.**

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

**[Chair]**

stated

that

the

**Appendix P**

***advance***

nominated

**[names]**

to

serve

in

this

capacity.

**[*Delete***

***if***

had

***notice***

***required***

***for***

***director***

***nominations***

***in***

***the***

***company’s***

\_\_\_\_\_

fi rst

item

of

business

was

the

election

of

directors

to

hold

of-

fi ce for a \_\_\_\_\_\_\_-year term as described in the proxy statement that ac-

companied the Notice of the meeting. \_\_\_\_\_\_\_\_\_\_\_\_ **[Chair]** noted that

the

Board

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

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

Approved:

Secretary of the Meeting

**[Name]**

Respectfully submitted,

seconded, the meeting was adjourned at **[time].**

further business to come before the meeting, upon motion duly made and

answer period, following the adjournment of the meeting. There being no

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Chair of the Meeting

**[Name]**

**recessed briefl y during which recess the ballots were tallied.]**

***[Add if a break is required to tally the votes]* [The meeting was then**

the meeting.

Inspector of Election to collect and tally all ballots and proxy cards voted at

***nies required to announce time polls close].* \_\_\_\_\_\_\_\_\_\_\_\_ [Chair]** asked the

then announced that the polls were closed at **[time]** ***[Delaware public compa-***

**then explained the procedure for cumulative voting.] \_\_\_\_\_\_\_\_\_\_\_\_ [Chair]**

**cumulative voting.] [If cumulative voting invoked:] [\_\_\_\_\_\_\_\_\_\_\_\_ [Chair]**

*Handbook for the Conduct of Shareholders’ Meetings*

**4.**

tion on the Company’s business and operations, followed by a question and

**\_\_\_\_\_\_\_\_\_\_\_\_ [Chair]** announced that there would be a short presenta-

auditors for the fi scal year ending \_\_\_\_\_\_\_\_\_, 20\_\_ had been ratifi ed.

proved, and the appointment of \_\_\_\_\_\_\_\_\_\_\_\_ as the Company’s independent

director, the proposal to amend the \_\_\_\_\_ Stock Option Plan had been ap-

report of the Inspector of Election, [**names**] had been elected to the offi ce of

sults of the voting. \_\_\_\_\_\_\_\_\_\_\_\_ [**Secretary**] reported that, based upon the

**[Chair]** called for the report of the Secretary to the meeting regarding the re-

**Conclusion. [After the meeting was reconvened,] \_\_\_\_\_\_\_\_\_\_\_\_**