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[Insert Company Name]

Board Resolution & Solvency Certificate – Declaration of Dividend

Date: [Insert date]

Location: [Insert location]

Background

The Directors have considered the Company's financial position and the requirements of sections 52 and 56 of the Companies Act 1993 (the "Act") in relation to the declaration and payment of dividends.

Resolution

It was resolved that:

1. Declaration of Dividend

The Board declares a dividend of **[amount]** per **[share class, e.g., ordinary share]** in respect of the financial year ending **[date]**.

2. Record Date and Payment Date

The dividend shall be payable to shareholders registered as at **[record date]**, with payment to be made on or about **[payment date]**.

3. Solvency Test

In accordance with sections 52 and 56 of the Act, the Board has:

- Considered the Company's financial position;
- **Resolved** that the Company will, immediately after the payment of the dividend, satisfy the solvency test as defined in section 4 of the Act; and
- **Resolved** that the payment of the dividend is in the best interests of the Company and its shareholders.

4. Authorisation and delegation

The [Chairperson / Company Secretary / other officer] is authorised to take all steps necessary to give effect to this resolution, including the preparation of the solvency certificate required under the Act, the notification of shareholders, and arranging payment.

Solvency Certificate

We, being all the directors of [**Company Name**], certify that in our opinion, immediately after the payment of the dividend authorised by this resolution:

1. The Company will satisfy the Solvency Test as set out in section 4 of the Companies Act 1993. This includes:
 - a. **Liquidity limb:** The Company will be able to pay its debts as they become due in the normal course of business; and
 - b. **Balance sheet limb:** The value of the Company's assets will be greater than the value of its liabilities, including contingent liabilities.
2. Basis of Opinion:

In forming this opinion, we have taken into account:

- The Company's most recent financial statements and accounting records;
- Management accounts for the period ending [date];
- The Company's business plans, budgets, and forecasts;
- Known and contingent liabilities;
- Any other relevant matters affecting the Company's financial position.

3. Conclusion:

We believe on reasonable grounds that the payment of the dividend will not prejudice the Company's ability to continue to operate as a going concern.

Signed by all Directors:

Director Name:	Signature:	Date:

Notes:

- This combined board resolution and solvency certificate should be approved and signed at the same board meeting.
- All directors who vote in favour of the dividend must sign the solvency section.
- Keep a copy with the company's statutory records for audit and compliance purposes.