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| **SAMPLE & GUIDANCE** | |
| **Title:** | Resolution of Multiple Individual Founding Members for a Private Company Limited by Guarantee. |
| **When to use this template?** | * If you wish to submit an application for incorporation of a Private Company Limited by Guarantee. * If the incorporating Founding Members are multiple individuals (natural persons). (Please note that there are separate templates available for single individual Founding Member and body corporate Founding Members respectively) |
| **How to complete the template:** | 1. Copy the text and fill in the required information that is specific to your application and print on blank paper; 2. Delete optional clauses in italic font (if not applicable), the square brackets and the endnotes. 3. The incorporating Multiple Founding Members should sign this resolution jointly. 4. Note that electronic signature is acceptable. 5. If the applicants appoint an optional authorised signatory for incorporation purposes, then such signatory(ies) should not be listed on the incorporation application. 6. This resolution serves as evidence of the appointment of authorised signatories, directors, and secretaries (if appointed) and should be uploaded in the *Evidence of Appointment* section for each role. 7. You should upload the same resolution in the *Resolution Authorising Incorporation/Registration of ADGM Entity* in the Members section of the form. |
| **Contact:** | For further questions regarding this document, please contact:  ADGM.Registration@adgm.com |

**RESOLUTION OF FOUNDING MEMBERS**

**OF**

**[Insert proposed company name]**

**DATED**

**[Insert date]**

We, the undersigned, being the founding members, resolve to incorporate a private company limited by guarantee in the Abu Dhabi Global Market under the name of [insert proposed company name] (or any other name approved by ADGM Registration Authority), in accordance with the applicable regulations and sub-ordinate rules of Abu Dhabi Global Market (the “Company”). The founding members duly adopted the resolution set forth below on [insert date]:

**IT WAS RESOLVED**, to appoint the officers of the company upon incorporation as follows.

1. **Appointment of Authorised Signatory(ies)**

|  |  |
| --- | --- |
| Name | Signing Authority (Jointly/Severally)[[1]](#endnote-1) |
|  |  |

1. **Appointment of Director(s)**

|  |  |
| --- | --- |
| Name | Type (Individual/Body Corporate)[[2]](#endnote-2) |
|  |  |

1. ***Appointment of Secretary(ies)[[3]](#endnote-3)***

|  |  |
| --- | --- |
| *Name* | *Capacity (Jointly/Severally)[[4]](#endnote-4)* |
|  |  |

1. **Adoption of Articles**

**IT WAS RESOLVED** that the Company adopts the Articles of Association of a Private Company Limited by Guarantee for the purpose of incorporation of the Company in the Abu Dhabi Global Market.

1. ***Appointment of Signatory for Incorporation Purposes[[5]](#endnote-5)***

***IT WAS FURTHER RESOVED****, that {insert authorised persons name(s)} is/are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said person shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions to complete the incorporation process with the ADGM RA*

**Signature of Founding Members**

|  |  |  |
| --- | --- | --- |
| Founding Member’s Name[[6]](#endnote-6) | Founding Member’s Signature | Date |
|  |  |  |
|  |  |  |

1. Please indicate if authorised signatories should act jointly or severally, noting that there must be at least two authorised signatories appointed if they are to act jointly. Please add rows as applicable. [↑](#endnote-ref-1)
2. Note that at least one director must be a natural person of legal age. The appointment of additional directors and body corporate directors is optional. Please add rows as applicable. [↑](#endnote-ref-2)
3. Note that the appointment of a Company Secretary is optional for Private Companies Limited by Guarantee and you may delete this clause if none is appointed. [↑](#endnote-ref-3)
4. Please indicate if secretaries should act jointly or severally, noting that there must be at least two secretaries appointed if they are to act in joint capacity. Please add rows as applicable. [↑](#endnote-ref-4)
5. Optional appointment of authorised signatories to complete the incorporation process with the ADGM RA on behalf of the named founding members. [↑](#endnote-ref-5)
6. Please add rows as applicable. [↑](#endnote-ref-6)