Template

This template is intended to cover situations that frequently arise in practice. However, it should not be considered as definitive, complete or tailored to any specific case. It does not constitute legal advice. This template should not be used without possessing qualified know-how or without first consulting a qualified advisor regarding the specific circumstances.

**Resolutions of the Board of Directors by email[[1]](#footnote-2)**

1. **Email of the Chair to all members of the Board of Directors**

Dear Members of the Board of Directors of [Sample Ltd],

I hereby request a vote on the following:

* [Subject of the resolution 1]
* [Subject of the resolution 2]
* [Subject of the resolution 3[[2]](#footnote-3)]

by email in accordance with Art. 713 para. 2 item 3 CO.

To validly cast your vote or to abstain, please reply to this email by [date] at the latest. To give your consent, please insert the text below into your reply (*copy/paste*). Replies received after this date cannot be considered.

The vote must be **clear** and **unconditional**.

Thank you and best regards,

[name]

Resolution of the Board of Directors of [Sample Ltd] of [date[[3]](#footnote-4)] by email:

I hereby approve

* [Subject of the resolution 1];
* [Subject of the resolution 2];
* [Subject of the resolution 3].

I expressly waive further oral debate on the above resolution[s].

1. **Minutes of the resolution of the Board of Directors by email[[4]](#footnote-5)**

**Minutes
of the resolution of the Board of Directors
of [Sample Ltd]**

Date: [date]

Form: written resolution by email (Art. 713 para. 2 item 3 CO)

Participation: [name]

 [name]

 [name]

Excused --

By email dated [date], the Board of Directors was requested to participate in the subsequent resolution, with a deadline of [date [[5]](#footnote-6)] at the latest. For this resolution, [name] took the Chair and acted as Secretary at the same time.

The Chair confirms that [all/number] members of the Board participated in this resolution and that the Board was therefore duly constituted and had a quorum. No objections were raised, and no member requested further oral debate.

The Board of Directors therefore [unanimously] passed the following resolution:

* Approval of [Subject of the resolution 1];
* Approval of [Subject of the resolution 2];
* Approval of [Subject of the resolution 3].

The Chair and Secretary

[name]

1. This form of decision-making is suitable if the subject of the decision is clear and the decision can be made without (further) discussion (or the discussion has already taken place). If the decision is not made clear or unconditionally, it must be repeated or made in a different form (e.g. discussion and decision-making in a video conference). [↑](#footnote-ref-2)
2. We recommend that the resolution be limited to those matters that have already been conclusively discussed or that are likely to be confirmed without a corresponding discussion. [↑](#footnote-ref-3)
3. Corresponds to the date of the set deadline for the answer. [↑](#footnote-ref-4)
4. For the purpose of documenting the decision-making process it is also recommended that the reply emails be filed together with these minutes. [↑](#footnote-ref-5)
5. Corresponds to the date of the resolution. [↑](#footnote-ref-6)