

This resolution does not register the change. In Saudi Arabia a limited liability company has a general assembly of all the partners. It meets at least once a year, within six months of the financial year-end. Notice is twenty-one days. Minutes are kept in a register. [1] A written resolution by circulation is allowed and needs partners holding more than half the capital, unless the memorandum sets a higher threshold. [1] The owner's decisions in a one-person company are in writing and are recorded. [1] Removal of a manager is Article 164. This file adds no further conditions. [1] LLC resolution majorities in the UAE are under review. [2]

🔗 **Companies Law:** <https://laws.boe.gov.sa/BoeLaws/Laws/LawDetails/a8376aea-1bc3-49d4-9027-aed900b555af/1>

🔗 **UAE Commercial Companies Law:** <https://u.ae/en/information-and-services/business/Doing-business/doing-business-on-the-mainland/full-foreign-ownership-of-commercial-companies>

Partners' resolution

A resolution of the partners of a limited liability company in the GCC: a general-assembly meeting or a written circulation; appointing or removing a manager; amending the memorandum; distributing profits; opening a branch; admitting or exiting a partner; and dissolution. Replace every [phrase in brackets] and delete the clause that does not apply. Signature does not file the change. This draft states no fee and no deadline. This is a starting point. Have it reviewed by a lawyer licensed in the relevant jurisdiction before you use it.

Clause 1. The company

[Name] Limited Liability Company, commercial registration [●], capital [●] [currency], seat [●], financial year-end [date] (the "Company").

Clause 2. Meeting or circulation

(a) Meeting. Delete this paragraph if the resolution is by circulation. The general assembly met at [place or means] on [date], on a notice dated [●]. Those present are in the annex.

(b) Circulation. Delete this paragraph if a meeting was held. This resolution is in writing, with no meeting, and is signed by the partners whose shares are in the annex.

Clause 3. Quorum and majority

The quorum of a meeting held in person is as the memorandum states: [●]. This page states no fraction that was not confirmed. For circulation in Saudi Arabia, shares holding more than half the capital are enough, unless the memorandum sets a higher threshold, which here is: [the percentage in the memorandum, or "not raised"].

Clause 4. Appoint or remove a manager

(a) Appointment. Delete if no manager is appointed. [Name], ID [●], is appointed manager from [date], with the powers [●], for [duration].

(b) Removal. Delete if no manager is removed. [Name] is removed as manager from [date].
Removal of a manager in Saudi Arabia is Article 164.

Clause 5. Amendment of the memorandum

Delete this clause if the memorandum is not amended. Clause [number] of the memorandum is amended to read: [new text]. Filing with the registrar is a later step. This draft states no deadline.

Clause 6. Distribution of profits

Delete this clause if no profits are distributed. Profits of the year [●] of [amount] [currency] are distributed in proportion to the shares, are due on [date], and are paid by [account or method]. This page states no statutory distribution percentage.

Clause 7. A branch

Delete this clause if no branch is opened. A branch is opened in [city] to carry on [activity], and is registered with the registrar. This draft states no fee.

Clause 8. Admitting or exiting a partner

Delete this clause if the partners do not change. [Name] is admitted with [●] shares, or [name] exits and those shares pass to [●]. The share-transfer instrument is a separate document. It is not in this file.

Clause 9. Dissolution and the liquidator

Delete this clause if the company is not dissolved. The Company is dissolved from [date]. [Name] is appointed liquidator, with the powers [●]. This draft states no liquidation deadline.

Clause 10. Signature and filing

Place and date: [●]

Partners: name, shares and signature in the annex.

Stamp: [if any]

Filing: what must be published is filed with the registrar. This draft states no fee and no deadline.

Notes on Saudi Arabia

Companies Law, Royal Decree No. M/132 of 1/12/1443H. What follows is what was confirmed for this page. [1]

Point	Text
General assembly	A limited liability company has a general assembly of all the partners. It meets at least once a year, within six months of the financial year-end. Notice is twenty-one days. Minutes are kept in a register (Article 165). [1]
Circulation	A written resolution by circulation is allowed. It needs partners holding more than half the capital, unless the memorandum sets a higher threshold (Article 166). [1]
One-person company	The owner's decisions are in writing and are recorded (Article 157). [1]
Removing a manager	Removal of a manager is Article 164. No condition that was not confirmed is added. [1]

Notes on the United Arab Emirates

Federal Decree-Law No. 32 of 2021. The majorities for a limited liability company resolution were not confirmed, so this page states no article number. [2]

Point	Text
Resolution majority	Under review. No article number, no fee, and no deadline.

Bahrain, Qatar, Kuwait and Oman

- Bahrain: under review. No article number, no fee and no deadline.
- Qatar: under review. No article number, no fee and no deadline.
- Kuwait: under review. No article number, no fee and no deadline.
- Oman: under review. No article number, no fee and no deadline.

Annex. Attendance and signature

For a meeting, write who attended. For a circulation, write who signed. The shares signed are what clause 3 measures.

Name	Shares	In person or by proxy	Signature
[name]	[●]	[in person / by proxy]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]

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Sources

- [1] Companies Law, Royal Decree No. M/132 dated 1/12/1443H (30 June 2022)
<https://laws.boe.gov.sa/BoeLaws/Laws/LawDetails/a8376aea-1bc3-49d4-9027-aed900b555af/1>
- [2] UAE Government portal (u.ae), Commercial Companies Law (Federal Decree-Law No. 32 of 2021)
<https://u.ae/en/information-and-services/business/Doing-business/doing-business-on-the-mainland/full-foreign-ownership-of-commercial-companies>