
STATUTORY INSTRUMENTS

1985 No. 805

COMPANIES

The Companies (Tables A to F) Regulations 1985

Made - - - - - *22nd May 1985*
Laid before Parliament *3rd June 1985*
Coming into Operation *1st July 1985*

THE COMPANIES (TABLES A TO F) REGULATIONS 1985

1. These Regulations may be cited as the Companies (Tables A...
2. The regulations in Table A and the forms in Tables...
3. The Companies (Alteration of Table A etc) Regulations 1984 are...
Signature

SCHEDULE —

TABLE A — REGULATIONS FOR MANAGEMENT OF A COMPANY
LIMITED BY SHARES

INTERPRETATION

1. In these regulations— “the Act” means the Companies Act 1985...

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice...
3. Subject to the provisions of the Act, shares may be...
4. The company may exercise the powers of paying commissions conferred...
5. Except as required by law, no person shall be recognised...

SHARE CERTIFICATES

6. Every member, upon becoming the holder of any shares, shall...
7. If a share certificate is defaced, worn-out, lost or destroyed,...

LIEN

8. The company shall have a first and paramount lien on...
9. The company may sell in such manner as the directors...

Status: This is the original version (as it was originally made).

10. To give effect to a sale the directors may authorise...
11. The net proceeds of the sale, after payment of the...

CALLS ON SHARES AND FORFEITURE

12. Subject to the terms of allotment, the directors may make...
13. A call shall be deemed to have been made at...
14. The joint holders of a share shall be jointly and...
15. If a call remains unpaid after it has become due...
16. An amount payable in respect of a share on allotment...
17. Subject to the terms of allotment, the directors may make...
18. If a call remains unpaid after it has become due...
19. If the notice is not complied with any share in...
20. Subject to the provisions of the Act, a forfeited share...
21. A person any of whose shares have been forfeited shall...
22. A statutory declaration by a director or the secretary that...

TRANSFER OF SHARES

23. The instrument of transfer of a share may be in...
24. The directors may refuse to register the transfer of a...
25. If the directors refuse to register a transfer of a...
26. The registration of transfers of shares or of transfers of...
27. No fee shall be charged for the registration of any...
28. The company shall be entitled to retain any instrument of...

TRANSMISSION OF SHARES

29. If a member dies the survivor or survivors where he...
30. A person becoming entitled to a share in consequence of...
31. A person becoming entitled to a share in consequence of...

ALTERATION OF SHARE CAPITAL

32. The company may by ordinary resolution— (a) increase its share...
33. Whenever as a result of a consolidation of shares any...
34. Subject to the provisions of the Act, the company may...

PURCHASE OF OWN SHARES

35. Subject to the provisions of the Act, the company may...

GENERAL MEETINGS

36. All general meetings other than annual general meetings shall be...
37. The directors may call general meetings and, on the requisition...

NOTICE OF GENERAL MEETINGS

38. An annual general meeting and an extraordinary general meeting called...
39. The accidental omission to give notice of a meeting to,...

PROCEEDINGS AT GENERAL MEETINGS

40. No business shall be transacted at any meeting unless a...
41. If such a quorum is not present within half an...
42. The chairman, if any, of the board of directors or...

43. If no director is willing to act as chairman, or...
44. A director shall, notwithstanding that he is not a member,...
45. The chairman may, with the consent of a meeting at...
46. A resolution put to the vote of a meeting shall...
47. Unless a poll is duly demanded a declaration by the...
48. The demand for a poll may, before the poll is...
49. A poll shall be taken as the chairman directs and...
50. In the case of an equality of votes, whether on...
51. A poll demanded on the election of a chairman or...
52. No notice need be given of a poll not taken...
53. A resolution in writing executed by or on behalf of...

VOTES OF MEMBERS

54. Subject to any rights or restrictions attached to any shares,...
55. In the case of joint holders the vote of the...
56. A member in respect of whom an order has been...
57. No member shall vote at any general meeting or at...
58. No objection shall be raised to the qualification of any...
59. On a poll votes may be given either personally or...
60. An instrument appointing a proxy shall be in writing, executed...
61. Where it is desired to afford members an opportunity of...
62. The instrument appointing a proxy and any authority under which...
63. A vote given or poll demanded by proxy or by...

NUMBER OF DIRECTORS

64. Unless otherwise determined by ordinary resolution, the number of directors...

ALTERNATE DIRECTORS

65. Any director (other than an alternate director) may appoint any...
66. An alternate director shall be entitled to receive notice of...
67. An alternate director shall cease to be an alternate director...
68. Any appointment or removal of an alternate director shall be...
69. Save as otherwise provided in the articles, an alternate director...

POWERS OF DIRECTORS

70. Subject to the provisions of the Act, the memorandum and...
71. The directors may, by power of attorney or otherwise, appoint...

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their powers to any...

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. At the first annual general meeting all the directors shall...
74. Subject to the provisions of the Act, the directors to...
75. If the company, at the meeting at which a director...
76. No person other than a director retiring by rotation shall...
77. Not less than seven nor more than twenty-eight clear days...
78. Subject as aforesaid, the company may by ordinary resolution appoint...
79. The directors may appoint a person who is willing to...

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80. Subject as aforesaid, a director who retires at an annual...

DISQUALIFICATION AND REMOVAL OF DIRECTORS

81. The office of a director shall be vacated if—

REMUNERATION OF DIRECTORS

82. The directors shall be entitled to such remuneration as the...

DIRECTORS' EXPENSES

83. The directors may be paid all travelling, hotel, and other...

DIRECTORS' APPOINTMENTS AND INTERESTS

84. Subject to the provisions of the Act, the directors may...

85. Subject to the provisions of the Act, and provided that...

86. For the purposes of regulation 85— (a) a general notice...

DIRECTORS' GRATUITIES AND PENSIONS

87. The directors may provide benefits, whether by the payment of...

PROCEEDINGS OF DIRECTORS

88. Subject to the provisions of the articles, the directors may...

89. The quorum for the transaction of the business of the...

90. The continuing directors or a sole continuing director may act...

91. The directors may appoint one of their number to be...

92. All acts done by a meeting of directors, or of...

93. A resolution in writing signed by all the directors entitled...

94. Save as otherwise provided by the articles, a director shall...

95. A director shall not be counted in the quorum present...

96. The company may by ordinary resolution suspend or relax to...

97. Where proposals are under consideration concerning the appointment of two...

98. If a question arises at a meeting of directors or...

SECRETARY

99. Subject to the provisions of the Act, the secretary shall...

MINUTES

100. The directors shall cause minutes to be made in books...

THE SEAL

101. The seal shall only be used by the authority of...

DIVIDENDS

102. Subject to the provisions of the Act, the company may...

103. Subject to the provisions of the Act, the directors may...

104. Except as otherwise provided by the rights attached to shares,...

105. A general meeting declaring a dividend may, upon the recommendation...

106. Any dividend or other moneys payable in respect of a...

107. No dividend or other moneys payable in respect of a...
108. Any dividend which has remained unclaimed for twelve years from...

ACCOUNTS

109. No member shall (as such) have any right of inspecting...

CAPITALISATION OF PROFITS

110. The directors may with the authority of an ordinary resolution...

NOTICES

111. Any notice to be given to or by any person...
112. The company may give any notice to a member either...
113. A member present, either in person or by proxy, at...
114. Every person who becomes entitled to a share shall be...
115. Proof that an envelope containing a notice was properly addressed,...
116. A notice may be given by the company to the...

WINDING UP

117. If the company is wound up, the liquidator may, with...

INDEMNITY

118. Subject to the provisions of the Act but without prejudice...
TABLE B — A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

1. The company's name is "The South Wales Motor Transport Company...
2. The company's registered office is to be situated in Wales....
3. The company's objects are the carriage of passengers and goods...
4. The liability of the members is limited.
5. The company's share capital is £50,000 divided into 50,000 shares...
TABLE C — A COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1. The company's name is "The Dundee School Association Limited".
2. The company's registered office is to be situated in Scotland....
3. The company's objects are the carrying on of a school...
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute such amount...

ARTICLES OF ASSOCIATION

PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102...

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the..."

Status: This is the original version (as it was originally made).

MEMBERS

3. The subscribers to the memorandum of association of the company...
4. A member may at any time withdraw from the company...

NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A— (a) in paragraph (b)...

PROCEEDINGS AT GENERAL MEETINGS

6. The words “and at any separate meeting of the holders...
7. Paragraph (d) of regulation 46 of Table A shall be...

VOTES OF MEMBERS

8. On a show of hands every member present in person...

DIRECTORS' EXPENSES

9. The words “of any class of shares or” shall be...

PROCEEDINGS OF DIRECTORS

10. In paragraph (c) of regulation 94 of Table A the...

MINUTES

11. The words “of the holders of any class of shares...

NOTICES

12. The second sentence of regulation 112 of Table A shall...
13. The words “or of the holders of any class of...

TABLE D

PART I

A PUBLIC COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1. The company's name is “Gwestai Glyndwr, cwmni cyfyngedig cyhoeddus”.
2. The company is to be a public company.
3. The company's registered office is to be situated in Wales....
4. The company's objects are facilitating travelling in Wales by providing...
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute such amount...
7. The company's share capital is £50,000 divided into 50,000 shares...

PART II

A PRIVATE COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1. The company's name is “The Highland Hotel Company Limited”.
2. The company's registered office is to be situated in Scotland....

3. The company's objects are facilitating travelling in the Highlands of...
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute such amount...
6. The company's share capital is £50,000 divided into 50,000 shares...

PART III

A COMPANY (PUBLIC OR PRIVATE) LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

TABLE E — AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1. The company's name is “The Woodford Engineering Company”.
2. The company's registered office is to be situated in England...
3. The company's objects are the working of certain patented inventions...

ARTICLES OF ASSOCIATION

1. Regulations 3, 32, 34 and 35 of Table A shall...
2. The words "at least seven clear days' notice" shall be substituted...
3. The share capital of the company is £20,000 divided into...
4. The company may by special resolution— (a) increase the share...

TABLE F — A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

1. The company's name is “Western Electronics Public Limited Company”.
2. The company is to be a public company.
3. The company's registered office is to be situated in England...
4. The company's objects are the manufacture and development of such...
5. The liability of the members is limited.
6. The company's share capital is £5,000,000 divided into 5,000,000 shares...

Explanatory Note