
STATUTORY INSTRUMENTS

2003 No. 2120

LANDLORD AND TENANT, ENGLAND

The RTM Companies (Memorandum and Articles
of Association) (England) Regulations 2003

Made - - - - 7th August 2003
Laid before Parliament 18th August 2003
Coming into force 30th September 2003

THE RTM COMPANIES (MEMORANDUM AND ARTICLES
OF ASSOCIATION) (ENGLAND) REGULATIONS 2003

1. Citation, commencement and application
2. Form and content of memorandum and articles of association of RTM companies
Signature

—————
SCHEDULE — MEMORANDUM AND ARTICLES OF ASSOCIATION OF RTM
COMPANIES

PART 1 — MEMORANDUM OF ASSOCIATION

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF [NAME] RTM COMPANY LIMITED

1. The name of the company is “[name] RTM Company Limited”....
2. The registered office of the Company will be situated in...
3. The objects for which the Company is established are to...
4. In furtherance of the objects, but not otherwise, the Company...
5. The income of the Company, from wherever derived, shall be...

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount...
8. If, on the winding up of the Company, there remains...
9. In this Memorandum, references to an Act include any statutory...

PART 2 — ARTICLES OF ASSOCIATION

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF [NAME] RTM COMPANY LIMITED

1. INTERPRETATION
2. Unless the context otherwise requires, words or expressions contained in...
3. In these articles, references to an Act shall include any...
4. MEMBERS
5. No person shall be admitted to membership of the Company...
6. A person who, together with another or others, is to...
7. Every person who is entitled to be, and who wishes...
8. Applications for membership by persons who are to be regarded...
9. The directors shall, upon being satisfied as to a person's...
10. Upon the Company becoming an RTM company in relation to...
11. If a member (or joint member) dies or becomes bankrupt,...
12. A member may withdraw from the Company and thereby cease...
13. If, for any reason— (a) a person who is not...
14. GENERAL MEETINGS
15. The directors may call general meetings and, on the requisition...
16. All general meetings shall be held at the Premises or...
17. NOTICE OF GENERAL MEETINGS
18. The notice shall specify the time and place of the...
19. The notice shall also include or be accompanied by a...
20. Subject to the provisions of these articles, the notice shall...
21. The accidental omission to give notice of a meeting to,...
22. PROCEEDINGS AT GENERAL MEETINGS
23. No business shall be transacted at any general meeting unless...
24. If such a quorum is not present within half an...
25. The chairman, if any, of the board of directors or...
26. If no director is willing to act as chairman, or...
27. A director shall, notwithstanding that he is not a member,...
28. The chairman may, with the consent of a meeting at...
29. A resolution put to the vote of a meeting shall...
30. Unless a poll is duly demanded, a declaration by the...
31. The demand for a poll may, before the poll is...
32. A poll shall be taken as the chairman directs and...
33. In the case of an equality of votes, whether on...
34. A poll demanded on the election of a chairman or...
35. No notice need be given of a poll not taken...
36. A resolution in writing executed by or on behalf of...
37. VOTES OF MEMBERS
38. If there are no landlords under leases of the whole...

39. At any time at which there are any landlords under...
40. In the case of any persons who are to be...
41. The Company shall maintain a register showing the respective entitlements...
42. Any objection to the qualification of any voter or to...
43. A member in respect of whom an order has been...
44. On a poll votes may be given either personally or...
45. An instrument appointing a proxy shall be writing, executed by...

[Name of Company]

[Name of member(s)], of [address], being a member/members of the...

Signed on [date]

46. Where it is desired to afford members an opportunity of...

[Name of Company]

[Name of member(s)], of [address], being a member/members of the...

Signed on [date]

47. The instrument appointing a proxy and any authority under which...
48. A vote given or poll demanded by proxy or by...
49. QUALIFICATION OF DIRECTORS
50. NUMBER OF DIRECTORS
51. APPOINTMENT AND REMOVAL OF DIRECTORS
52. Subject to the provisions of the Companies Act, the directors...
53. If the Company, at the meeting at which a director...
54. A person other than a director retiring by rotation shall...
55. Not less than seven nor more than twenty-eight clear days...
56. Subject to articles 51 to 55, the Company may by...
57. The directors may appoint a person who is willing to...
58. Subject to those articles, a director who retires at an...
59. ALTERNATE DIRECTORS
60. An alternate director shall be entitled to receive notice of...
61. An alternate director shall cease to be an alternate director...
62. Any appointment or removal of an alternate director shall be...
63. Except where otherwise provided in these articles, an alternate director...
64. DISQUALIFICATION AND REMOVAL OF DIRECTORS
65. POWERS OF DIRECTORS
66. The directors may, by power of attorney or otherwise, appoint...
67. DELEGATION OF DIRECTORS' POWERS
68. REMUNERATION OF DIRECTORS
69. DIRECTORS' EXPENSES
70. DIRECTORS' APPOINTMENTS AND INTERESTS
71. Subject to the provisions of the Companies Act, and provided...
72. For the purposes of article 71— (a) a general notice...
73. DIRECTORS' GRATUITIES AND PENSIONS
74. PROCEEDINGS OF DIRECTORS
75. The quorum for the transaction of the business of the...
76. The continuing directors or a sole continuing director may act...
77. The directors may appoint one of their number to be...
78. All acts done by a meeting of directors, or of...

- 79. A resolution in writing signed by all the directors entitled...
- 80. A director who is not a member of the Company...
- 81. A director who is a member of the Company may...
- 82. If a question arises at a meeting of directors or...
- 83. SECRETARY
- 84. MINUTES
- 85. NO DISTRIBUTION OF PROFITS
- 86. WINDING UP
- 87. INSPECTION AND COPYING OF BOOKS AND RECORDS
- 88. NOTICES
- 89. The Company may give any notice to a member either...
- 90. A member present, either in person or by proxy, at...
- 91. Proof that an envelope containing a notice was properly addressed,...
- 92. A notice sent by first class post shall be deemed...
- 93. INDEMNITY
- 94. The directors shall have power to purchase and maintain for...
- 95. RULES OR BYE-LAWS
- 96. The Company in general meeting shall have power to alter,...

Explanatory Note