
STATUTORY INSTRUMENTS

2008 No. 3229

COMPANIES

The Companies (Model Articles) Regulations 2008

Made - - - - 16th December 2008

Laid before Parliament 17th December 2008

Coming into force 1st October 2009

THE COMPANIES (MODEL ARTICLES) REGULATIONS 2008

1. Citation and Commencement
 2. Model articles for private companies limited by shares
 3. Model articles for private companies limited by guarantee
 4. Model articles for public companies
- Signature

SCHEDULE 1 — MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY SHARES

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1. Defined terms
2. Liability of members

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4. Shareholders' reserve power
5. Directors may delegate
6. Committees

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively
8. Unanimous decisions
9. Calling a directors' meeting

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Companies (Model Articles) Regulations 2008. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

10. Participation in directors' meetings
11. Quorum for directors' meetings
12. Chairing of directors' meetings
13. Casting vote
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15. Records of decisions to be kept
16. Directors' discretion to make further rules

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- 6. Committees

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- 7. Directors to take decisions collectively
- 8. Unanimous decisions
- 9. Calling a directors' meeting
- 10. Participation in directors' meetings
- 11. Quorum for directors' meetings
- 12. Chairing of directors' meetings
- 13. Casting vote
- 14. Conflicts of interest
- 15. Records of decisions to be kept
- 16. Directors' discretion to make further rules

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APPOINTMENT OF DIRECTORS

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32. Attendance and speaking by directors and non-members
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VOTING AT GENERAL MEETINGS

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71. Calculation of dividends
72. Payment of dividends and other distributions
73. Deductions from distributions in respect of sums owed to the company
74. No interest on distributions
75. Unclaimed distributions
76. Non-cash distributions
77. Waiver of distributions

CAPITALISATION OF PROFITS

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81. Company seals
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- 83. No right to inspect accounts and other records
- 84. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 85. Indemnity
- 86. Insurance

Explanatory Note

Changes to legislation:

There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Companies (Model Articles) Regulations 2008. Any changes that have already been made by the team appear in the content and are referenced with annotations.

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Changes and effects yet to be applied to :

- Sch. 1 para. 1 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 2 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 3 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 4 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 5 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 6 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 7 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 8 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 9 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 10 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 11 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 12 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 13 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 14 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 15 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 16 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 17 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 18 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 19 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 20 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 21 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 22 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 23 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 24 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 25 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 26 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 27 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 28 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 29 coming into force by [S.I. 2008/3229 reg. 1](#)
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- Sch. 1 para. 31 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 32 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 33 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 34 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 35 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 36 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 37 coming into force by [S.I. 2008/3229 reg. 1](#)
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- Sch. 1 para. 39 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 40 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 41 coming into force by [S.I. 2008/3229 reg. 1](#)
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- Sch. 1 para. 48 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 1 para. 49 coming into force by [S.I. 2008/3229 reg. 1](#)
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- Sch. 3 para. 81 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 3 para. 82 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 3 para. 83 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 3 para. 84 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 3 para. 85 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 3 para. 86 coming into force by [S.I. 2008/3229 reg. 1](#)
- Sch. 3 para. 22(e) omitted by [2013 c. 8 s. 3\(1\)\(c\)](#)
- Regulations power to apply (with or without modification) conferred by [S.I. 2017/1212 reg. 20](#)
- reg. 1 coming into force by [S.I. 2008/3229 reg. 1](#)
- reg. 2 coming into force by [S.I. 2008/3229 reg. 1](#)
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