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ARTICLES OF ASSOCIATION OF AN RTM COMPANY THE COMPANIES ACT 2006 ARTICLES OF ASSOCIATION OF [NAME] RTM COMPANY LIMITED A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

PART 4

DECISION-MAKING BY MEMBERS ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

28.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

29.—(1) No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum as set out at paragraph (2).

(2) The quorum for the meeting is 20 per cent of the members of the company entitled to vote upon the business to be transacted, or two members of the company so entitled (whichever is the greater) present in person or by proxy.

Chairing general meetings

30.—(1) If the directors have appointed a chair, the chair is to preside over general meetings if present and willing to do so.

(2) If the directors have not appointed a chair, or if the chair is unwilling to preside over the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or member to act as chair of the meeting, and the appointment of the chair must be the first business of the meeting.

(3) The person acting as chair of a meeting in accordance with this article is referred to as “the chair of the meeting”.

Attendance and speaking by directors and non-members

31.—(1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

32.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

(2) The chair of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chair of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.