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## SCHEDULES.

### FIRST SCHEDULE

#### TABLES A, B, C, D AND E.

#### TABLE A

### PART II

#### REGULATIONS FOR THE MANAGEMENT OF A PRIVATE COMPANY LIMITED BY SHARES.

- 1 The regulations contained in Part I of Table A (with the exception of regulations 24 and 53) shall apply.
- 2 The company is a private company and accordingly—
  - (a) the right to transfer shares is restricted in manner hereinafter prescribed ;
  - (b) the number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member ;
  - (c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited ;
  - (d) the company shall not have power to issue share warrants to bearer.
- 3 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- 4 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business ; save as herein otherwise provided two members present in person or by proxy shall be a quorum.
- 5 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.
- 6 The directors may at any time require any person whose name is entered in the register of members of the company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the company is an exempt private company within the meaning of subsection (4) of section 129 of the Act.

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*Note* : Regulations 3 and 4 of this Part are alternative to regulations 24 and 53 respectively of Part I.