

SCHEDULE

MEMORANDUM AND ARTICLES OF ASSOCIATION OF RTM COMPANIES

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

INTERPRETATION

1. In these articles—

“the Companies Act” means the Companies Act 1985⁽¹⁾;

“the 2002 Act” means the Commonhold and Leasehold Reform Act 2002;

“address”, in relation to electronic communications, includes any number or address used for the purposes of such communications;

“clear days”, in relation to a period of notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“communication” and “electronic communication” have the same meaning as in the Electronic Communications Act 2000⁽²⁾;

“the Company” means [name] RTM Company Limited;

“immediate landlord”, in relation to a unit in the Premises, means the person who—

(a) if the unit is subject to a lease, is the landlord under the lease; or

(b) if the unit is subject to two or more leases, is the landlord under whichever of the leases is inferior to the others;

“the Premises” means [name and address];

“residential unit” means a flat or any other separate set of premises which is constructed or adapted for use for the purposes of a dwelling;

“registered office” means the registered office of the Company;

“secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

2. Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Companies Act.

3. In these articles, references to an Act shall include any statutory modification or re-enactment of the Act for the time being in force.

(1) 1985 c. 6.

(2) 2000 c. 7. See section 15 of that Act.

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MEMBERS

4. Subject to the following articles, the subscribers to the Memorandum of Association of the Company, and such other persons as are admitted to membership in accordance with these articles shall be members of the Company. Membership of the Company shall not be transferable.

5. No person shall be admitted to membership of the Company unless that person, whether alone or jointly with others, is—

- (a) a qualifying tenant of a flat contained in the Premises as specified in section 75 of the 2002 Act; or
- (b) from the date upon which the Company acquires the right to manage the Premises pursuant to the 2002 Act, a landlord under a lease of the whole or any part of the Premises.

6. A person who, together with another or others, is to be regarded as jointly being the qualifying tenant of a flat, or as jointly constituting the landlord under a lease of the whole or any part of the Premises, shall, once admitted, be regarded as jointly being a member of the Company in respect of that flat or lease (as the case may be).

7. Every person who is entitled to be, and who wishes to become a member of the Company, shall deliver to the Company an application for membership executed by him in the following form (or in a form as near to the following form as circumstances allow or in any other form which is usual or which the directors may approve)—

To the Board of [name of Company]

I, [name]

of [address]

am a qualifying tenant of [address of flat] and wish to become a member of [name of Company] subject to the provisions of the Memorandum and Articles of Association of the Company and to any Rules made under those Articles. I agree to pay to the Company an amount of up to £1 if the Company is wound up while I am a member or for up to 12 months after I have ceased to be a member.

Signed

Dated

8. Applications for membership by persons who are to be regarded as jointly being the qualifying tenant of a flat, or who jointly constitute the landlord under a lease of the whole or any part of the Premises, shall state the names and addresses of all others who are jointly interested with them, and the order in which they wish to appear on the register of members in respect of such flat or lease (as the case may be).

9. The directors shall, upon being satisfied as to a person's application and entitlement to membership, register such person as a member of the Company.

10. Upon the Company becoming an RTM company in relation to the Premises, any of the subscribers to the Memorandum of Association who do not also satisfy the requirements for membership set out in article 5 above shall cease to be members of the Company with immediate effect. Any member who at any time ceases to satisfy those requirements shall also cease to be a member of the Company with immediate effect.

11. If a member (or joint member) dies or becomes bankrupt, his personal representatives or trustee in bankruptcy will be entitled to be registered as a member (or joint member as the case may be) upon notice in writing to the Company.

12. A member may withdraw from the Company and thereby cease to be a member by giving at least seven clear days' notice in writing to the Company. Any such notice shall not be effective if given in the period beginning with the date on which the Company gives notice of its claim to acquire the right to manage the Premises and ending with the date which is either—

- (a) the acquisition date in accordance with section 90 of the 2002 Act; or
- (b) the date of withdrawal or deemed withdrawal of that notice in accordance with sections 86 or 87 of that Act.

13. If, for any reason—

- (a) a person who is not a member of the Company becomes a qualifying tenant or landlord jointly with persons who are members of the Company, but fails to apply for membership within 28 days, or
- (b) a member who is a qualifying tenant or landlord jointly with such persons dies or becomes bankrupt and his personal representatives or trustee in bankruptcy do not apply for membership within 56 days pursuant to article 11, or
- (c) a member who is a qualifying tenant or landlord jointly with such persons resigns from membership pursuant to article 12,

those persons shall, unless they are otherwise entitled to be members of the Company by reason of their interest in some other flat or lease, also cease to be members of the Company with immediate effect. All such persons shall, however, be entitled to re-apply for membership in accordance with articles 7 to 9.

GENERAL MEETINGS

14. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

15. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act, shall forthwith (and in any event within twenty-one days) proceed to convene an extraordinary general meeting for a date not more than twenty-eight days after the date of the notice convening the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

16. All general meetings shall be held at the Premises or at such other suitable place as is near to the Premises and reasonably accessible to all members.

NOTICE OF GENERAL MEETINGS

17. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed,

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

18. The notice shall specify the time and place of the meeting and, in the case of an annual general meeting, shall specify the meeting as such.

19. The notice shall also include or be accompanied by a statement and explanation of the general nature of the business to be transacted at the meeting.

20. Subject to the provisions of these articles, the notice shall be given to all the members and to the directors and auditors.

21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. No business shall be transacted at any general meeting unless it was included in the notice convening the meeting in accordance with article 19.

23. No business shall be transacted at any general meeting unless a quorum is present. The quorum for the meeting shall be 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.

24. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

25. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

26. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

27. A director shall, notwithstanding that he is not a member, be entitled to attend, speak and propose (but, subject to article 33, not vote upon) a resolution at any general meeting of the Company.

28. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting if the adjournment had not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

29. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded—

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

30. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

31. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

32. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

34. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

35. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

36. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

37. On a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll, each member shall have the number of votes determined in accordance with articles 38 to 40.

38. If there are no landlords under leases of the whole or any part of the Premises who are members of the Company, then one vote shall be available to be cast in respect of each flat in the Premises. The vote shall be cast by the member who is the qualifying tenant of the flat.

39. At any time at which there are any landlords under leases of the whole or any part of the Premises who are members of the Company, the votes available to be cast shall be determined as follows—

- (a) there shall first be allocated to each residential unit in the Premises the same number of votes as equals the total number of members of the Company who are landlords under leases of the whole or any part of the Premises. Landlords under a lease who are regarded as jointly being a member of the Company shall be counted as one member for this purpose;
- (b) if at any time the Premises includes any non-residential part, a total number of votes shall be allocated to that part as shall equal the total number of votes allocated to the residential units multiplied by a factor of A/B, where A is the total internal floor area of the non-residential parts and B is the total internal area of all the residential parts. Internal floor area shall be determined in accordance with paragraph 1(4) of Schedule 6 to the 2002 Act. Calculations of the internal floor area shall be measured in square metres, fractions of floor area of less than half a square metre shall be ignored and fractions of floor area in excess of half a square metre shall be counted as a whole square metre;
- (c) the votes allocated to each residential unit shall be entitled to be cast by the member who is the qualifying tenant of that unit, or if there is no member who is a qualifying tenant of the unit, by the member who is the immediate landlord;
- (d) the votes allocated to any non-residential part included in the Premises shall be entitled to be cast by the immediate landlord of that part, or where there is no lease of a non-

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residential part, by the freeholder. Where there is more than one such person, the total number of votes allocated to the non-residential part shall be divided between them in proportion to the internal floor area of their respective parts. Any resulting entitlement to a fraction of a vote shall be ignored;

- (e) if a residential unit is not subject to any lease, no votes shall be entitled to be cast in respect of it;
- (f) any person who is a landlord under a lease or leases of the whole or any part of the Premises and who is a member of the Company but is not otherwise entitled to any votes, shall be entitled to one vote.

40. In the case of any persons who are to be regarded as jointly being members of the Company, any such person may exercise the voting rights to which such members are jointly entitled, but where more than one such person tenders a vote, whether in person or by proxy, the vote of the senior shall be accepted to the exclusion of the votes of the others, and seniority shall be determined by the order in which the names of such persons appear in the register of members in respect of the flat or lease (as the case may be) in which they are interested.

41. The Company shall maintain a register showing the respective entitlements of each of its members to vote on a poll at any meeting of the Company.

42. Any objection to the qualification of any voter or to the computation of the number of votes to which he is entitled that is raised in due time at a meeting or adjourned meeting shall be referred to the chairman of the meeting, whose decision shall, for all purposes relating to that meeting or adjourned meeting, be final and conclusive. Subject to that, any dispute between any member and the Company or any other member, that arises out of the member's contract of membership and concerns the measurement of floor areas, shall be referred for determination by an independent chartered surveyor selected by agreement between the parties or, in default, by the President of the Royal Institution of Chartered Surveyors. Such independent chartered surveyor shall, in determining the measurements of the floor areas in question, act as an expert and not as an arbitrator and his decision shall be final and conclusive. The Company shall be responsible to such surveyor for payment of his fees and expenses, but he shall have the power, in his absolute discretion, to direct that some or all of such fees and expenses shall be reimbursed by the member(s) in question to the Company, in which event such monies shall be paid by the member(s) to the Company forthwith.

43. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person, authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with these articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

44. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

45. An instrument appointing a proxy shall be writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near to the following form as circumstances allow or in any other form which is usual or which the directors may approve)—

[Name of Company]

[Name of member(s)], of [address], being a member/members of the above-named company, hereby appoint [name] of [address], or failing him, [name] of [address], as my/our proxy to

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vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on [date], and at any adjournment of the meeting.

Signed on [date]

46. Where it is desired to afford members an opportunity of instructing the proxy how he shall act, the instrument appointing a proxy shall be in the following form (or in a form as near to the following form as circumstances allow or in any other form which is usual or which the directors may approve)—

[Name of Company]

[Name of member(s)], of [address], being a member/members of the above-named company, hereby appoint [name] of [address], or failing him [name] of [address], as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company, to be held on [date], and at any adjournment of the meeting.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 [for] [against]

Resolution No. 2 [for] [against]

[Strike out whichever is not desired]

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [date]

47. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may—

- (a) in the case of an instrument in writing, be deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications—
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as mentioned in paragraph (a) or (b) after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited, delivered or received in a manner permitted by this article shall be invalid.

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48. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

QUALIFICATION OF DIRECTORS

49. A director need not be a member of the Company.

NUMBER OF DIRECTORS

50. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

APPOINTMENT AND REMOVAL OF DIRECTORS

51. At the first annual general meeting, all of the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if there is only one director who is subject to retirement by rotation, he shall retire.

52. Subject to the provisions of the Companies Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or who were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

53. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

54. A person other than a director retiring by rotation shall not be appointed or reappointed as a director at any general meeting unless—

- (a) he is recommended by the directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

55. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.

56. Subject to articles 51 to 55, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy, or as an additional director and may also determine the rotation in which any additional directors are to retire.

57. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

58. Subject to those articles, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

ALTERNATE DIRECTORS

59. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

60. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his service as an alternate director. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom unless he has given to the Company an address to which notices may be sent using electronic communications.

61. An alternate director shall cease to be an alternate director if his appointor ceases to be a director. If a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

62. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

63. Except where otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

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

- (a) he ceases to be a director by virtue of any provision of the Companies Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt and shall continue to be disqualified from acting as a director whilst he remains undischarged from his bankruptcy, or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either—
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

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- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) having been a member of the Company, he ceases to be a member of the Company; or
- (e) he resigns his office by notice to the Company; or
- (f) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

POWERS OF DIRECTORS

65. Subject to the provisions of the Companies Act, the memorandum and these articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by these articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

66. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

67. The directors may delegate any of their powers to any committee consisting of one or more directors, members of the Company and others as they shall think fit. The majority of the members of any such committee from time to time shall be members of the Company. The directors may also delegate to any managing director, or any director holding any other executive office, such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

REMUNERATION OF DIRECTORS

68. Except with the consent of the Company in general meeting, the directors shall not be entitled to any remuneration. Any resolution giving such consent shall specify the amount of remuneration to be paid to the directors, and unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

69. The directors may be paid all expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

70. Subject to the provisions of the Companies Act, and provided that the terms of any such appointment, agreement or arrangement have been approved in advance by the Company, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

71. Subject to the provisions of the Companies Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office—

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

72. For the purposes of article 71—

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

73. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

74. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom unless he has given to the Company an address to which notices may be sent using electronic communications. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

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75. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other greater number, shall be the greater of 50 per cent of the number of appointed directors for the time being, or two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. A person who holds office both as a director and as an alternate director shall only be counted once in the quorum.

76. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing director may act only for the purpose of filling vacancies or of calling a general meeting.

77. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

78. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

79. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

80. A director who is not a member of the Company shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company. For the purposes of this article, an interest of a person who is, for any purpose of the Companies Act, connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

81. A director who is a member of the Company may vote at any meeting of directors or of any committee of directors of which he is a member notwithstanding that it in any way concerns or relates to a matter in which he has any interest whatsoever, directly or indirectly, and if he votes on such a resolution, his vote shall be counted; and, in relation to any such resolution, he shall (whether or not he votes on it) be taken into account in calculating the quorum present at the meeting.

82. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

83. Subject to the provisions of the Companies Act, the secretary shall be appointed by the directors for such terms, at such remuneration and upon such conditions as they may think fit; and

any secretary so appointed may be removed by them. The secretary may resign his office at any time by giving notice in writing to the Company.

MINUTES

- 84.** The directors shall cause minutes to be made in books kept for the purpose—
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company, of members and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

NO DISTRIBUTION OF PROFITS

85. Except in the case of a winding up, the Company shall not make any distribution to its members of its profits or assets, whether in cash or otherwise.

WINDING UP

86. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Companies Act, divide among the members the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he, with the like sanction, determines but no member shall be compelled to accept any asset upon which there is a liability.

INSPECTION AND COPYING OF BOOKS AND RECORDS

87. In addition to, and without derogation from, any right conferred by statute, any member shall have the right, on reasonable notice, at such time and place as shall be convenient to the Company, to inspect, and to be provided with a copy of, any book, minute, document or accounting record of the Company, upon payment of any reasonable charge for copying. Such rights shall be subject to any resolution of the Company in general meeting, and, in the case of any book, minute, document or accounting record which the directors reasonably consider contains confidential material, the disclosure of which would be contrary to the interests of the Company, to the exclusion or excision of such confidential material (the fact of such exclusion or excision being disclosed to the member), and to any other reasonable conditions that the directors may impose.

NOTICES

88. Any notice to be given to or by any person pursuant to these articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing or given using electronic communications if there is insufficient time to give such notice having regard to the urgency of the business to be conducted at the meeting.

89. The Company may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications in accordance with any of the methods described in subsections (4A)-(4D) of section 369 of the Companies Act. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent by electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

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90. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

91. Proof that an envelope containing a notice was properly addressed, prepaid and posted by first class post shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

92. A notice sent by first class post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. A notice contained in an electronic communication sent in accordance with section 369(4A) of the Companies Act shall be deemed to be given at the expiration of 48 hours after the time it was sent. A notice contained in an electronic communication given in accordance with section 369(4B) of the Companies Act shall be deemed to be given when treated as having been so given in accordance with that subsection.

INDEMNITY

93. Subject to the provisions of the Companies Act, and in particular section 310 of that Act—

- (a) without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any losses or liabilities which he may sustain or incur in or about, or otherwise in relation to, the execution of the duties of his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and
- (b) no director or other officer shall be liable for any loss, damage or other misfortune which may happen to or be incurred by the Company in, or in relation to, the execution of the duties of his office.

94. The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in section 310(1) of the Companies Act.

RULES OR BYE-LAWS

95. The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company. Any such rules or bye-laws shall not be inconsistent with the Memorandum and these articles and may, in particular (but without prejudice to the generality of the directors' powers), regulate—

- (a) the conduct of the members of the Company in relation to one another and to the Company and the Company's servants;
- (b) the procedure at general meetings and meetings of the directors and committees of the directors of the Company in so far as such procedure is not regulated by these articles.

96. The Company in general meeting shall have power to alter, repeal or add to any such rules or bye-laws and the directors shall adopt such means as they deem sufficient to bring to the notice of the members of the Company any such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Company.

Names and Addresses of Members:

[list names and addresses of members]

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