
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

PART 1

1. Defined terms
2. Liability of members

PART 2

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority
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

Status: This is the original version (as it was originally made).

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

APPOINTMENT OF DIRECTORS

17. Methods of appointing directors
18. Termination of director's appointment
19. Directors' remuneration
20. Directors' expenses

PART 3

SHARES

21. All shares to be fully paid up
22. Powers to issue different classes of share
23. Company not bound by less than absolute interests
24. Share certificates
25. Replacement share certificates
26. Share transfers
27. Transmission of shares
28. Exercise of transmitters' rights
29. Transmitters bound by prior notices

DIVIDENDS AND OTHER DISTRIBUTIONS

30. Procedure for declaring dividends
31. Payment of dividends and other distributions
32. No interest on distributions
33. Unclaimed distributions
34. Non-cash distributions
35. Waiver of distributions

CAPITALISATION OF PROFITS

36. Authority to capitalise and appropriation of capitalised sums

PART 4

ORGANISATION OF GENERAL MEETINGS

37. Attendance and speaking at general meetings
38. Quorum for general meetings
39. Chairing general meetings
40. Attendance and speaking by directors and non-shareholders

41. Adjournment

VOTING AT GENERAL MEETINGS

42. Voting: general
 43. Errors and disputes
 44. Poll votes
 45. Content of proxy notices
 46. Delivery of proxy notices
 47. Amendments to resolutions
- PART 5
48. Means of communication to be used
 49. Company seals
 50. No right to inspect accounts and other records
 51. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

52. Indemnity
53. Insurance

SCHEDULE 2 — MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

PART 1

1. Defined terms
2. Liability of members

PART 2

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority
4. Members' 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
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

Status: This is the original version (as it was originally made).

APPOINTMENT OF DIRECTORS

17. Methods of appointing directors
 18. Termination of director's appointment
 19. Directors' remuneration
 20. Directors' expenses
- PART 3

BECOMING AND CEASING TO BE A MEMBER

21. Applications for membership
22. Termination of membership

ORGANISATION OF GENERAL MEETINGS

23. Attendance and speaking at general meetings
24. Quorum for general meetings
25. Chairing general meetings
26. Attendance and speaking by directors and non-members
27. Adjournment

VOTING AT GENERAL MEETINGS

28. Voting: general
 29. Errors and disputes
 30. Poll votes
 31. Content of proxy notices
 32. Delivery of proxy notices
 33. Amendments to resolutions
- PART 4
34. Means of communication to be used
 35. Company seals
 36. No right to inspect accounts and other records
 37. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

38. Indemnity
39. Insurance

SCHEDULE 3 — MODEL ARTICLES FOR PUBLIC COMPANIES

PART 1

1. Defined terms
2. Liability of members

PART 2

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority
4. Members' reserve power
5. Directors may delegate
6. Committees

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively
8. Calling a directors' meeting
9. Participation in directors' meetings
10. Quorum for directors' meetings
11. Meetings where total number of directors less than quorum
12. Chairing directors' meetings
13. Voting at directors' meetings: general rules
14. Chairman's casting vote at directors' meetings
15. Alternates voting at directors' meetings
16. Conflicts of interest
17. Proposing directors' written resolutions
18. Adoption of directors' written resolutions
19. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

20. Methods of appointing directors
21. Retirement of directors by rotation
22. Termination of director's appointment
23. Directors' remuneration
24. Directors' expenses

ALTERNATE DIRECTORS

25. Appointment and removal of alternates
26. Rights and responsibilities of alternate directors
27. Termination of alternate directorship

PART 3

ORGANISATION OF GENERAL MEETINGS

28. Members can call general meeting if not enough directors
29. Attendance and speaking at general meetings
30. Quorum for general meetings
31. Chairing general meetings
32. Attendance and speaking by directors and non-members
33. Adjournment

Status: This is the original version (as it was originally made).

VOTING AT GENERAL MEETINGS

34. Voting: general
35. Errors and disputes
36. Demanding a poll
37. Procedure on a poll
38. Content of proxy notices
39. Delivery of proxy notices
40. Amendments to resolutions

RESTRICTIONS ON MEMBERS' RIGHTS

41. No voting of shares on which money owed to company

APPLICATION OF RULES TO CLASS MEETINGS

42. Class meetings
PART 4

ISSUE OF SHARES

43. Powers to issue different classes of share
44. Payment of commissions on subscription for shares

INTERESTS IN SHARES

45. Company not bound by less than absolute interests

SHARE CERTIFICATES

46. Certificates to be issued except in certain cases
47. Contents and execution of share certificates
48. Consolidated share certificates
49. Replacement share certificates

SHARES NOT HELD IN CERTIFICATED FORM

50. Uncertificated shares
51. Share warrants

PARTLY PAID SHARES

52. Company's lien over partly paid shares
53. Enforcement of the company's lien
54. Call notices

- 55. Liability to pay calls
- 56. When call notice need not be issued
- 57. Failure to comply with call notice: automatic consequences
- 58. Notice of intended forfeiture
- 59. Directors' power to forfeit shares
- 60. Effect of forfeiture
- 61. Procedure following forfeiture
- 62. Surrender of shares

TRANSFER AND TRANSMISSION OF SHARES

- 63. Transfers of certificated shares
- 64. Transfer of uncertificated shares
- 65. Transmission of shares
- 66. Transmittees' rights
- 67. Exercise of transmittees' rights
- 68. Transmittees bound by prior notices

CONSOLIDATION OF SHARES

- 69. Procedure for disposing of fractions of shares

DISTRIBUTIONS

- 70. Procedure for declaring dividends
- 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

- 78. Authority to capitalise and appropriation of capitalised sums
PART 5

COMMUNICATIONS

- 79. Means of communication to be used
- 80. Failure to notify contact details

ADMINISTRATIVE ARRANGEMENTS

- 81. Company seals
- 82. Destruction of documents

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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