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PART 1
INTERPRETATION AND LIABILITIES

Defined terms

1. In the articles, unless otherwise—
- “articles” means the company’s articles of association;
- “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland having an effect similar to that of bankruptcy;
- “chairman” has the meaning given in article 39;
- “chairman of the meeting” has the meaning given in section 2 of the Companies Act 2006;
- “Companies Acts” means the Companies Act 2006, in so far as it relates to companies;
- “director” means a director of the company or any person occupying the position of director, by whatever name called;
- “distribution recipient” has the meaning given in section 831;
- “document” includes, unless otherwise stated, a document sent or supplied in electronic form;
- “electronic form” has the meaning given in section 8 of the Companies Act 2006;
- “fully paid” in relation to a share means the full nominal value and any premium to be paid to the company in respect of the share have been paid to the company;
- “hard copy form” has the meaning given in section 8 of the Companies Act 2006;
- “holder” in relation to shares means a person whose name is entered in the register of members as the holder of the shares;
- “instrument” means a document or other record;
- “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
- “paid” means paid or credited to a shareholder;
- “participate”, in relation to a dividend, has the meaning given in article 10;
- “proxy notice” has the meaning given in section 339 of the Companies Act 2006;
- “shareholder” means a person who is registered as a shareholder;
- “shares” means shares in the company;
- “special resolution” has the meaning given in section 283 of the Companies Act 2006;
- “subsidiary” has the meaning given in section 115 of the Companies Act 2006;
- “transmittee” means a person who is appointed as a person of the death or of the company, by will or otherwise, or by law; and
- “writing” means the representation of information in a visible form by words, symbols or other means, whether in hard copy form or by electronic means, or by any combination of methods, whether sent or received by any means.

Unless the context otherwise requires, the expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of the members of the company in respect of the amount, if any, unpaid on the shares held by them.

PART 2 DIRECTORS

DIRECTORS' POWERS AND AUTHORITIES

Directors' general authority

3. Subject to the articles, the directors are authorised to manage the company's business, for which purpose they may exercise all the powers of the company.

Shareholders' reserve powers

- 4.—(1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution may be passed unless it is approved by a majority of the shareholders present and voting at a general meeting of the company before the passing of the resolution.

Directors may delegate

- 5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles to:
 - (a) to such person or committee as they think fit;
 - (b) by such means (including by resolution) as they think fit;
 - (c) to such an extent;
 - (d) in relation to such matters of business;
 - (e) on such terms and conditions as they think fit.
- (2) If the directors so specify in the resolution, the powers so delegated may be further delegated.
- (3) The directors may revoke or vary the delegation, in whole or part, or alter its terms and conditions.

Committees

- 6.—(1) Committees to which the directors may delegate any of their powers must follow procedures which are based on those provisions of the articles which govern the taking of decisions by the directors.
- (2) The directors may make any arrangements which they think fit to prevail over rules derived from the articles.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about the decisions of the directors must be either a decision taken in accordance with article 8.

(2) If—

(a) the company only has one director,

(b) no provision of the articles of association requires the directors to take decisions in accordance with the general rule, the general rule does not apply to the company and any of the provisions of the articles of association that require the directors to take decisions in accordance with the general rule do not apply to the company.

(3) If the company has more than one director, the directors must take decisions without regard to the provisions of the articles of association that require the directors to take decisions in accordance with the general rule.

Unanimous decisions

8.—(1) A decision of the directors is taken in accordance with this article when all the eligible directors indicate to each other that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director, or by any other otherwise indicated agreement.

(3) References in this article to a decision of the directors apply to directors who would have been entitled to vote on the matter if the decision had been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a common view on the matter if the decision had been proposed as a resolution at a directors' meeting.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting, or the directors may call a directors' meeting or by authorising any director to do so.

(2) Notice of any directors' meeting must be given to each eligible director.

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors will not be able to attend the meeting, how it is proposed that the meeting be conducted.

(3) Notice of a directors' meeting may be given in writing, or by any other means, to each director, but need not be in writing.

(4) Notice of a directors' meeting may be given to directors who waive their entitlement to notice of that meeting, or to that effect to the company, at any time not more than 7 days after the meeting is held. Where such notice is given after the meeting has been held, it does not affect the validity of the meeting, or of any business conducted at the meeting.

Participation in directors' meetings

10.—(1) Subject to the articles of association, a director is entitled to attend and participate in a directors' meeting, when—

(a) the meeting has been called in accordance with the articles, and

the directors is that any decision of the directors must be either a decision taken in accordance with article 8.

the directors must take decisions without regard to the provisions of the articles of association that require the directors to take decisions in accordance with the general rule.

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(b) they can each communicate with each other on any particular item of the business.

(2) In determining whether a director is present or is entitled to participate in a directors' meeting, it is irrelevant where any director is.

(3) If all the directors participating in a directors' meeting are not in the same place, they may decide that the meeting is to be held at a particular place wherever any of them is.

Quorum for directors' meetings

11.—(1) At a directors' meeting, no proposal is to be voted on, except a proposal for the appointment or removal of a director, unless a quorum is present.

(2) The quorum for directors' meetings shall be a decision of the directors, but unless otherwise fixed it is two.

(3) If the total number of directors present at a meeting is less than the quorum required, the directors must not make any decision—

(a) to appoint further directors, or

(b) to call a general meeting of the company to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a person to chair their meetings.

(2) The person so appointed shall be known as the chairman.

(3) The directors may terminate the appointment of the chairman at any time.

(4) If the chairman is not present at a meeting within ten minutes of the time at which it was to start, the directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes cast by the chairman or other director chairing the meeting are equal, the chairman has a casting vote.

(2) But this does not apply if the chairman or other director is not to be counted for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement in which a director is interested, that director is not to participate in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement is to be counted as participating in the decision-making process for quorum or voting purposes.

(3) This paragraph applies where—

(a) the company by ordinary resolution has decided that a director who is interested in an actual or proposed transaction or arrangement is to be counted as participating in the decision-making process; or

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

or opinion or opinions they have.

g in a directors' meeting, it is irrelevant where any director is.

ot in the same place, they may decide that the meeting is to be held at a particular place wherever any of them is.

participating, no proposal is to be voted on, except a proposal for the appointment or removal of a director, unless a quorum is present.

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provision of the articles which has decided that a director who is interested in an actual or proposed transaction or arrangement is to be counted as participating in the decision-making process; or

d as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest.

(4) For the purposes of this section,

(a) a guarantee given, or to be given, incurred by or on behalf of the company;

(b) subscription, or an agreement to subscribe, for any such shares of the company or any of its subsidiaries;

(c) arrangements pursuant to which shares of the company or any of its subsidiaries are to be issued to directors or former employees of the company or any of its subsidiaries, which do not provide special benefits.

(5) For the purposes of this section, the making processes include any process by which a decision is made.

(6) Subject to paragraph (7), a director may participate in a meeting of directors or of a committee of directors as to which he or she is not a member (or part of the meeting) for voting purposes, if, before the conclusion of the meeting, he or she is approved by a majority of the directors other than the chairman of the meeting.

(7) If any question as to whether a director is entitled to participate in a meeting (or part of the meeting) should arise in respect of a decision of the directors at that meeting, the director shall not be counted as participating in the meeting for quorum purposes.

Records of decisions to be kept

15. The directors must ensure that a record is kept of every unanimous or majority decision taken by the directors.

Directors' discretion to make decisions

16. Subject to the articles, the directors may make any decision which they think fit, and may make any rule which they think fit, about how they take decisions, and may communicate such decisions to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17.—(1) Any person who is eligible to be appointed to be a director, and is permitted by law to do so, may be appointed to be a director by—

(a) by ordinary resolution, or

(b) by a decision of the directors.

(2) In any case where, as a result of the death of a shareholder, there are no directors, the personal representative of the shareholder who has died has the right, by notice in writing, to appoint a director.

(3) For the purposes of paragraph (2), a shareholder who has died is deemed to have survived and to have the right to appoint a director if—

Termination of director's appointment

the cause.

permitted causes—

(a) in respect of an obligation of the company or any of its subsidiaries;

(b) in respect of the issue or other securities of the company or any of its subsidiaries to underwrite, or guarantee

(c) in respect of the issue or other securities of the company or any of its subsidiaries to underwrite, or guarantee, or to be available to employees and directors of the company or any of its subsidiaries or former directors.

(4) For the purposes of this section, the making processes include any process by which a decision is made.

(5) Subject to paragraph (6), a director may participate in a meeting of directors or of a committee of directors as to which he or she is not a member (or part of the meeting) for voting purposes, if, before the conclusion of the meeting, he or she is approved by a majority of the directors other than the chairman of the meeting.

(6) If any question as to whether a director is entitled to participate in a meeting (or part of the meeting) should arise in respect of a decision of the directors at that meeting, the director shall not be counted as participating in the meeting for quorum purposes.

(7) The directors must ensure that a record is kept of every unanimous or majority decision taken by the directors.

(8) Subject to the articles, the directors may make any decision which they think fit, and may make any rule which they think fit, about how they take decisions, and may communicate such decisions to directors.

(9) Any person who is eligible to be appointed to be a director, and is permitted by law to do so, may be appointed to be a director by—

(a) by ordinary resolution, or

(b) by a decision of the directors.

Termination of director's appointment

18. A person ceases to be a director if—

- (a) that person ceases to be a director under the Companies Act 2006 or is prohibited from acting as a director;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person in satisfaction of that person's debts;
- (d) a registered medical practitioner gives a written opinion to the company stating that that person is incapable of acting as a director;
- (e) by reason of that person's physical or mental incapacity, that person is wholly or partly prevented from acting as a director, and that person would otherwise have been a director; or
- (f) notification is received by the company from that person of his or her resigning from office, and such resignation is in accordance with its terms.

Directors' remuneration

19.—(1) Directors may undertake any business that the company may decide.

(2) Directors are entitled to such remuneration as the directors determine—

- (a) for their services to the company;
- (b) for any other service which they provide to the company.

(3) Subject to the articles, any remuneration payable to directors may—

- (a) take any form, and
- (b) include any arrangements for payment of a pension, allowance or gratuity, or any death, sickness or disability benefit, payable to or in respect of that director.

(4) Unless the directors decide otherwise, any remuneration payable to directors accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration payable to directors or other officers or employees of the company's subsidiary or holding company or any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay or reimburse the expenses which the directors properly incur in connection with their duties.

- (a) meetings of directors or committees of directors;
- (b) general meetings, or
- (c) separate meetings of the holders of any class of shares of the company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

provision of the Companies

generally in satisfaction of that

person gives a written
opinion to the company stating
that that person is incapable
of acting as a director;

that person is wholly or
partly prevented from acting
as a director, and that person
would otherwise have been a
director;

notification is received by the
company from that person of
his or her resigning from office,
and such resignation is in
accordance with its terms.

the company that the directors

the directors determine—

company.

may—

payment of a pension, allowance
or gratuity, or any death, sickness
or disability benefit, payable
to or in respect of that
director.

directors' remuneration accrues from

directors are not accountable to the
company for any remuneration
payable to directors or other officers
or employees of the company's
subsidiary or holding company or
any other body corporate in which
the company is interested.

expenses which the directors properly

shares or of debentures of the

powers and the discharge of their

PART 3
SHARES AND DISTRIBUTION OF
SHARES

All shares to be fully paid up

21.—(1) No share is to be issued unless the full nominal value of the share and any premium to be paid to the company has been paid to the company.

(2) This does not apply to shares issued to subscribers to the company's memorandum of association.

Powers to issue different classes of shares

22.—(1) Subject to the articles, the company may issue shares of such classes as it may determine, and may attach to any class of shares such rights or restrictions as may be determined by ordinary resolution.

(2) The company may issue shares which are not to be redeemed, or are liable to be redeemed at the option of the company, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Company not bound by less than full payment

23. Except as required by law, the company is not bound to recognise any interest in a share other than the holder's actual ownership.

Share certificates

24.—(1) The company must issue a certificate in respect of every share held by a shareholder, free of charge, with one or more certificates in respect of the share.

- (2) Every certificate must specify—
- (a) in respect of how many shares the certificate is issued;
 - (b) the nominal value of those shares;
 - (c) that the shares are fully paid up;
 - (d) any distinguishing numbers of the shares.

(3) No certificate may be issued in respect of more than one class.

(4) If more than one person is entitled to a certificate in respect of the shares, the certificate may be issued in respect of the shares.

(5) Certificates must—

- (a) have affixed to them the company's seal or signature of a director or secretary;
- (b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

25.—(1) If a certificate issued by the company in respect of a shareholder's shares is—

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed,

the shareholder is entitled to a replacement certificate in respect of the same shares.

aggregate of its nominal value and any premium to be paid to the company for its issue.

the company by the directors.

to the rights attached to any class of shares, and such rights or restrictions as may be determined by ordinary resolution.

redeemed, or are liable to be redeemed at the option of the company, and the directors may determine the terms, conditions and manner of redemption of any such shares.

recognised by the company as the holder of the shares, or otherwise required by law or the articles, the company is not bound to recognise any interest in a share other than the holder's actual ownership and all the rights attaching to it.

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of more than one class.

e certificate may be issued in respect of the shares.

or
panies Acts.

holder's shares is—

ement certificate in respect of the same shares.

(2) A shareholder exercising a certificate—

(a) may at the same time exercise separate certificates;

(b) must return the certificate void or defaced; and

(c) must comply with such conditions as the directors may determine, subject to a reasonable fee as the directors may determine;

Share transfers

26.—(1) Shares may be transferred in any usual form or any other form approved by the directors on behalf of the transferor.

(2) No fee may be charge
document relating to or affectin

(3) The company may retain

(4) The transferor remains entered in the register of members

(5) The directors may refuse the instrument of transfer unless they suspect that the person

until the transferee's name is

Transmission of shares

27.—(1) If title to a share

(2) A transmittee who produces the program may properly require the directors may properly require

(a) may, subject to the articles or to have them transferred to

(b) subject to the articles, and has the same rights as the hol

(3) But transmittees do not agree to a proposed written re by reason of the holder's death holders of those shares.

Exercise of transmitters' right

28.—(1) Transmittees who have become entitled must not

(2) If the transmittee wishes to exercise the power, the transmittee must execute an irrevocable and exclusive power of attorney in favor of the transferor.

(3) Any transfer made or executed by the person in respect of the share, and as if occurred.

is to be treated as if it were
Committee has derived rights in
se to the transmission had not

E

Transmittees bound by prior

29. If a notice is given to a transmittee of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee was entered in the register of members.

DIVIDENDS AND OTHER DIS

Procedure for declaring divi

30.—(1) The company may declare dividends, and the directors may decide to pay in

(2) A dividend must not be paid unless the directors have made a recommendation as to its amount, and the dividend must not exceed the amount recommended by the directors.

(3) No dividend may be paid unless it is in accordance with the shareholders' respective rights.

(4) Unless the shareholders' agreement specifies otherwise, a dividend may be paid on the date of the resolution or on any later date.

(5) If the company's shares are divided into different classes, no interim dividend may be paid on shares of any class unless the directors are satisfied that the payment of an interim dividend on shares of that class will not prejudice the rights of the holders of shares of any other class.

(6) The directors may pay an interim dividend if it appears to them that the profits of the company justify the payment.

(7) If the directors act in good faith, they will not be liable for any liability to the holders of shares conferring preferred rights to the extent that they suffer by the lawful payment of an interim dividend on shares of any other class.

Payment of dividends and o

31.—(1) Where a dividend is payable in respect of a share, it must be paid by the following means—

(a) transfer to a bank or building society, either in writing or as the directors may otherwise decide;

(b) sending a cheque made payable to the distribution recipient at the distribution recipient's address (if the distribution recipient is a holder of shares, the address specified by the distribution recipient, or otherwise decide;

(c) sending a cheque made payable to the distribution recipient at such address as the distribution recipient may otherwise decide; or

(d) any other means of payment, either in writing or by such other means as the directors may decide.

(2) In the articles, "the distribution recipient" means, in respect of a share in

(a) the holder of the share; or

of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee was entered in the register of members.

may declare dividends, and the directors may decide to pay in

the directors have made a recommendation as to its amount, and the dividend must not exceed the amount recommended by the directors.

ss it is in accordance with the shareholders' respective rights.

or directors' decision to pay a dividend, it must be paid on the date of the resolution or on any later date.

different classes, no interim dividend may be paid on shares of any class unless the directors are satisfied that the payment of an interim dividend on shares of that class will not prejudice the rights of the holders of shares of any other class.

d payable at a fixed rate if it appears to them that the profits of the company justify the payment.

or any liability to the holders of shares conferring preferred rights to the extent that they suffer by the lawful payment of an interim dividend on shares of any other class.

s a distribution is payable in respect of a share, it must be paid by the following means—

ed by the distribution recipient at the distribution recipient's address (if the distribution recipient is a holder of shares, the address specified by the distribution recipient, or otherwise decide;

recipient by post to the distribution recipient's address (if the distribution recipient is a holder of shares, the address specified by the distribution recipient, or otherwise decide;

post to such person at such address as the distribution recipient may otherwise decide; or

with the distribution recipient at such address as the directors may decide.

ns, in respect of a share in

(b) if the share has two or more holders, one of them is named first in the register of members; or

(c) if the holder is no longer entitled to the share by operation of law, or

No interest on distributions

32. The company may not pay interest on a dividend or other sum payable in respect of a share unless otherwise provided in the company's articles.

(a) the terms on which the share was issued;

(b) the provisions of another agreement between the holder of that share and the company.

Unclaimed distributions

33.—(1) All dividends or other sums payable in respect of shares

(a) payable in respect of shares to which section 830 of the Companies Act 2006 applies;

(b) unclaimed after having been payable for two years,

may be invested or otherwise applied in such manner as the directors may think fit for the benefit of the company until claimed.

(2) The payment of any such sum into a separate account does not make the company a trustee of that sum.

(3) If—

(a) twelve years have passed since the sum first became due for payment, and

(b) the distribution recipient has died,

the distribution recipient is not entitled to the sum and it ceases to remain owing by the company.

Non-cash distributions

34.—(1) Subject to the terms of the company's articles, by ordinary resolution on the recommendation of the directors, the company may, in respect of a share by transferring to the holder of that share non-cash assets of equivalent value (including securities in any company).

(2) For the purposes of paragraph (1), the directors may make whatever arrangements they think fit, including—

(a) fixing the value of any assets to be transferred;

(b) paying cash to any distribution recipient to adjust the rights of recipients; and

(c) vesting any assets in trustees for the benefit of the recipients.

Waiver of distributions

35. Distribution recipients may waive their right to a dividend or other distribution payable in respect of a share, but if—

(a) the share has more than one holder, the waiver must be signed by all the holders of that share;

one of them is named first in the register of members;

the holder is no longer entitled to the share by operation of law, or

dividend or other sum payable in respect of a share;

holder of that share and the company.

payable,

directors for the benefit of the company until claimed.

into a separate account does not make the company a trustee of that sum.

dividend or other sum

dividend or other sum and it ceases to remain owing by the company.

In question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a share by transferring to the holder of that share non-cash assets of equivalent value (including securities in any company).

In question, the directors may make whatever arrangements they think fit, including—

of that value in order to

ment to a dividend or other distribution payable in respect of a share, but if—

(b) more than one person is entitled to the notice of the bankruptcy of one or more joint debtors, and

the notice is not effective unless it is served on all holders or persons otherwise entitled to the notice.

mer by reason of the death or

CAPITALISATION OF PROFIT

Authority to capitalise and a

36.—(1) Subject to the articles of association, the directors may, by ordinary resolution—

(a) decide to capitalise any profits (or profits for distribution) which are not retained or standing to the credit of the company in a reserve; and

(b) appropriate any sum which the persons who would have been entitled to the dividend (the "persons entitled to the dividend") would have been entitled to receive if the dividend had been paid to them.

(2) Capitalised sums must be

(a) on behalf of the persons entitled to the benefit

(b) in the same proportions as the persons entitled to the benefit

(3) Any capitalised sum may be applied to the payment of an amount equal to the capitalised sum to the persons entitled or as they may direct.

(4) A capitalised sum which may be applied in paying up or credited as fully paid to the person

(5) Subject to the articles the

(a) apply capitalised sums in a way and partly in another;

(b) make such arrangements as may be necessary for becoming distributable in fractional shares or fractional certificates or the making of such arrangements

(c) authorise any person to enter into the persons entitled which is by and debentures to them under

PART 4

DECISION-MAKING BY SH

ORGANISATION OF GENERA

Attendance and speaking at

37.—(1) A person is able to obtain information from that person is in a position to obtain information from the meeting, any information obtained from 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, and
(b) that person's vote can be taken into account in the resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in the resolutions put to the vote at the meeting, and

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

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending the meeting are the same person or persons.

(5) Two or more persons who are entitled to exercise the rights to speak and vote at a general meeting may place as each other attend a general meeting if they have (or were to have) the right to exercise those rights or would be able to exercise them.

Quorum for general meeting

38. No business other than the business of the company may be transacted at a general meeting unless a quorum is present.

Chairing general meetings

39.—(1) If the directors have not appointed a chairman of the meeting, the chairman shall chair the meeting.

(2) If the directors have not appointed a chairman of the meeting, the chairman shall chair the meeting.

(a) the directors present, or
(b) (if no directors are present) the persons entitled to exercise the rights to speak and vote at the meeting.

must appoint a director or shareholder to chair the meeting.

(3) The person chairing a meeting shall be known as "the chairman of the meeting".

Attendance and speaking by shareholders

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

(2) The chairman of the meeting may invite any person to attend and speak at a general meeting.

(a) shareholders of the company,
(b) otherwise entitled to exercise the rights to speak and vote at the meeting.

to attend and speak at a general meeting.

Adjournment

41.—(1) If the persons attending a general meeting at which the meeting was due to start or during a meeting a quorum ceases to be present, the meeting may adjourn.

general meeting when—

resolutions put to the vote at the meeting, and

determining whether or not such resolutions are passed at the meeting, and of all the other persons attending the meeting.

s they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at the meeting.

, it is immaterial whether any two or more members attending the meeting are the same person or persons.

place as each other attend a general meeting if they have (or were to have) the right to exercise those rights or would be able to exercise them.

chairman of the meeting is to chair the meeting, the chairman shall chair the meeting.

an, the chairman shall chair the meeting.

r if the chairman is unwilling to chair the meeting, the chairman shall chair the meeting.

eting, and the appointment of the chairman of the meeting.

th this article is referred to as "the chairman of the meeting".

Shareholders

meetings, whether or not they are shareholders.

persons who are not—

ers in relation to general meetings.

within half an hour of the time at which the meeting was due to start or during a meeting a quorum, or if during a meeting a quorum ceases to be present, the meeting may adjourn it.

(2) The chairman of the meeting must ensure that a quorum is present if—

(a) the meeting consents to an adjournment;

(b) it appears to the chairman that an adjournment is necessary to protect the safety of any person or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must ensure that a quorum is present so by the meeting.

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

(a) either specify the time and place to which the meeting is to continue at a time and place to which it may be adjourned;

(b) have regard to any directions which have been given by the meeting.

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

(a) to the same persons to whom notice of the meeting is required to be given, and

(b) containing the same information as the notice of the meeting.

(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.

VOTING AT GENERAL MEETINGS

Voting: general

42. A resolution put to the vote must be decided on a show of hands unless a poll is duly demanded.

Errors and disputes

43.—(1) No objection may be raised to the validity of a resolution passed at a general meeting except at the meeting at which the vote objected to is tendered, and even then only if the objection is made at that meeting.

(2) Any such objection must be decided by the chairman of the meeting, whose decision is final.

Poll votes

44.—(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting;

(b) at a general meeting, either before or immediately after the result of the vote on that resolution or after a resolution is declared.

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

general meeting at which a quorum is present.

adjournment is necessary to protect the safety of any person or ensure that the business of the meeting is conducted in an orderly manner.

general meeting if directed to do so by the meeting.

of the meeting must—

either specify the time and place to which the meeting is to continue at a time and place to which it may be adjourned, and

have regard to any directions which have been given by the meeting.

take place more than 14 days after it was adjourned, the company must give 7 clear days' notice of it (that is, excluding the day of the adjournment and the day on which the notice is given)—

(a) to the same persons to whom notice of the meeting is required to be given, and

(b) containing the same information as the notice of the meeting.

(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.

g must be decided on a show of hands unless a poll is duly demanded.

tion of any person voting at a general meeting except at the meeting at which the vote objected to is tendered, and even then only if the objection is made at that meeting.

airman of the meeting, whose decision is final.

out to the vote, or

on that resolution or after a resolution is declared.

(a) notice of the proposed amendment is given to every person entitled to vote at the general meeting (whether or not the notice is given at least 48 hours before the meeting is to be held, or at such other time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the opinion of the chairman of the meeting, materially alter the substance of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by a special resolution, if—

(a) the chairman of the meeting is satisfied that the amendment is proposed at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go to the substance of the resolution or other non-substantive error.

(3) If the chairman of the meeting is satisfied that an amendment to a resolution is proposed in good faith, wrongly decides that an amendment to a resolution is proposed in bad faith, his error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to members

48.—(1) Subject to the articles of association, any notice or document under the articles may be sent or supplied by any means by which the Companies Act 2006 provides for documents to be sent or supplied by any means by which the provision of that Act to be sent or supplied by any means by which the

(2) Subject to the articles, any notice or document may be sent or supplied by any means by which the Companies Act 2006 provides for documents to be sent or supplied by any means by which the provision of that Act to be sent or supplied by any means by which the

(3) A director may agree with another director in a particular way that any notice or document sent to that director in a particular way shall have been received within a specified time of their being sent or supplied by any means by which the

Company seals

49.—(1) Any common seal must be used with the authority of the directors.

(2) The directors may decide what form any common seal is to be used.

(3) Unless otherwise decided by the directors, any document to which a common seal is affixed to a document must also be signed by at least one authorised person in the presence of the director.

(4) For the purposes of this section, a person is—

(a) any director of the company

(b) the company secretary (if a director)

(c) any person authorised by the directors in writing to use the common seal in the presence of the director.

No right to inspect accounts

company in writing by a person entitled to vote at the general meeting (whether or not the notice is given at least 48 hours before the meeting is to be held, or at such other time as the chairman of the meeting may determine), and

the proposed amendment does not, in the opinion of the chairman of the meeting, materially alter the substance of the resolution.

A special resolution to be proposed at a general meeting may be amended by a special resolution, if—

(a) the chairman of the meeting is satisfied that the amendment is proposed at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go to the substance of the resolution or other non-substantive error.

If the chairman of the meeting is satisfied that an amendment to a resolution is proposed in good faith, wrongly decides that an amendment to a resolution is proposed in bad faith, his error does not invalidate the vote on that resolution.

Subject to the articles of association, any notice or document under the articles may be sent or supplied by any means by which the Companies Act 2006 provides for documents to be sent or supplied by any means by which the provision of that Act to be sent or supplied by any means by which the

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Unless otherwise decided by the directors, any document to which a common seal is affixed to a document must also be signed by at least one authorised person in the presence of the director.

For the purposes of this section, a person is—

(a) any director of the company

(b) the company secretary (if a director)

(c) any person authorised by the directors in writing to use the common seal in the presence of the director.

No right to inspect accounts

50. Except as provided by resolution of the company, no person shall inspect any of the company's accounting or other records or

the directors or an ordinary inspect any of the company's of being a shareholder.

Provision for employees on

51. The directors may do for the benefit of persons employed or formerly employed of its subsidiaries (other than a director or former director of connection with the cessation or transfer to any person of the v undertaking of the company or that subsidiary.

for the benefit of persons of its subsidiaries (other than connection with the cessation or undertaking of the company or that

DIRECTORS' INDEMNITY AND

Indemnity

52.—(1) Subject to paragraph associated company may be in

ector of the company or an company's assets against—

(a) any liability incurred by that with any negligence, default, breach of duty or breach of trust any or an associated company,

with any negligence, default, any or an associated

(b) any liability incurred by that company or an associated company with the activities of the pension scheme (as defined in trustee of an occupational companies Act 2006),

with the activities of the trustee of an occupational companies Act 2006),

(c) any other liability incurred by associated company or an

er of the company or an

(2) This article does not a which would be prohibited or rendered void by any provision s or by any other provision of law.

which would be prohibited or s or by any other provision of

(3) In this article—

(a) companies are associated the other or both are subsidiaries of the same body

ne other or both are

(b) a "relevant director" means rector of the company or an associated company.

rector of the company or an

Insurance

53.—(1) The directors may d maintain insurance, at the expense of the company, for ant director in respect of any relevant loss.

d maintain insurance, at the ant director in respect of any

(2) In this article—

(a) a "relevant director" means rector of the company or an associated company,

rector of the company or an

(b) a "relevant loss" means any s been or may be incurred by a relevant director in connecti es or powers in relation to the company, any associated com d or employees' share scheme of the company or associated

s been or may be incurred by es or powers in relation to the d or employees' share scheme

(c) companies are associated ne other or both are subsidiaries of the same body

ne other or both are