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BY SHARES

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Defined terms

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in Northern Ireland which have an effect similar to that of bankruptcy in England and Wales or Scotland;

“chairman” has the meaning given in section 216 of the Companies Act 2006;

“chairman of the meeting” has the meaning given in section 216 of the Companies Act 2006;

“Companies Acts” means the Companies Act 2006 and any other Acts in so far as they apply to the company;

“director” means a director of the company, whether holding office by whatever name called;

“distribution recipient” has the meaning given in section 836 of the Companies Act 2006;

“document” includes, unless otherwise stated, a document stored or applied in electronic form;

“electronic form” has the meaning given in section 836 of the Companies Act 2006;

“fully paid” in relation to a share means that all amounts payable in respect of that share have been paid or credited to the company;

“hard copy form” has the meaning given in section 836 of the Companies Act 2006;

“holder” in relation to shares means the 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 283 of the Companies Act 2006;

“paid” means paid or credited as paid;

“participate”, in relation to a director, means to exercise the right to vote;

“proxy notice” has the meaning given in section 320 of the Companies Act 2006;

“shareholder” means a person who is registered as a shareholder in the register of members;

“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 1154 of the Companies Act 2006;

“transmittee” means a person entitled to exercise the rights of a shareholder or otherwise by operation of law;

“writing” means the representation of words, whether handwritten, typed or by any method or combination of methods, in a visible form or in any other form which can be read or reproduced in a visible form or otherwise.

Unless the context otherwise requires, these articles bear the same meaning as in the Companies Act 2006.

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Companies Act 2006), in so far as they apply to the company;

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ese articles bear the same meaning as in the

s become binding on the company.

Liability of members

2. The liability of the members is limited to the amount unpaid on the shares held by them.

Directors’ general authority

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

company’s business, for

Shareholders’ reserve power

4.—(1) The shareholders may, by special resolution, require the directors to refrain from taking, specified

r refrain from taking, specified

(2) No such special resolution is to be passed unless it is done before the passing of the

done before the passing of the

Directors may delegate

5.—(1) Subject to the articles, the directors may confer on any person the powers conferred on them under the articles—

n are conferred on them under

- (a) to such person or committee as they may think fit;
- (b) by such means (including by electronic means) as they may think fit;
- (c) to such an extent;
- (d) in relation to such matters or purposes as they may think fit;
- (e) on such terms and conditions as they may think fit.

(2) If the directors so specify, any such powers may be conferred on any person to whom they are delega

n of the directors’ powers by

(3) The directors may revoke any decision made by them on any conditions.

Committees

6.—(1) Committees to which the directors may refer any business may be formed and may exercise the powers of the directors in relation to the business so referred to, but subject to any provisions which are based on the principle that the making of decisions by committees shall not prevail over rules derived from the articles if they are not consistent with them.

(2) The directors may make rules for regulating the powers of any committee which shall prevail over rules derived from the articles if they are not consistent with them.

Directors to take decisions collectively

7.—(1) The general rule about decisions of the directors must be either a majority decision at a meeting or a decision by a majority of the directors.

(2) If—

(a) the company only has one director,

(b) no provision of the articles relating to the general rule does not apply, and

the articles relating to directors' decisions are not inconsistent with any of the provisions of the articles relating to the general rule,

Unanimous decisions

8.—(1) A decision of the directors is unanimous if all the eligible directors indicate to each other by any means that they support the decision.

(2) Such a decision may take the form of a resolution passed at a meeting or to which each eligible director or to which each eligible director has assented in writing.

(3) References in this article to eligible directors are to those who would be entitled to vote on the matter had it been proposed as a resolution at a meeting.

(4) A decision may not be taken in accordance with this article if the directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting and may authorise the company secretary (if there is one) to do so on his behalf.

(2) Notice of any directors' meeting must contain—

(a) its proposed date and time

(b) where it is to take place; and

(c) if it is anticipated that directors will be asked to consider a matter, proposed that they should consider it.

(3) Notice of a directors' meeting must be given in writing.

(4) Notice of a directors' meeting need not be given to any director entitled to notice of that meeting, by giving notice to that effect to the company secretary, if the date on which the meeting is held. Where such notice is given to the company secretary, it shall not affect the validity of the meeting.

Participation in directors' meetings

10.—(1) Subject to the articles, directors may participate in a directors' meeting, whether—

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

(b) they can each communicate with each other in relation to any particular item of the business of the meeting.

(2) In determining whether directors are participating in a meeting, it is irrelevant where any director is located.

(3) If all the directors participating in a meeting agree, they may decide that the meeting is to be treated as taking place wherever they are.

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless otherwise provided in the articles, a proposal to call another meeting may be voted on, except a resolution to amend the articles.

(2) The quorum for directors' meetings shall be determined by the articles, but it must never be less than two, and unless otherwise provided in the articles, it must be a majority of the directors.

(3) If the total number of directors for the time being is less than the number required, the directors must not take any decision other than a decision to increase the number of directors.

(a) to appoint further directors, or

(b) to call a general meeting so as to increase the number of directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a person to chair any meeting of the directors.

- (2) The person so appointed for the time at which it was to
- (3) The directors may terminate the
- (4) If the chairman is not participating at the start, the participating directors must

Casting vote

13.—(1) If the numbers of votes for a meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, a director is not to be counted as participating in the decision-making process.

Conflicts of interest

14.—(1) If a proposed decision of the company is a proposed transaction or arrangement with the company in which a director is to be counted as participating in the decision-making process for quorum purposes.

(2) But if paragraph (3) applies, a director whose interest in a proposed transaction or arrangement with the company is to be counted as participating for quorum and voting purposes.

(3) This paragraph applies when—

- (a) the company by ordinary resolution would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest is not likely to be regarded as likely to give rise to a conflict of interest.

(4) For the purposes of this article, the following are included—

- (a) a guarantee given, or to be given, by or on behalf of the company or any of its subsidiaries, or to underwrite, or to be underwritten by, the company or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for shares or securities of the company or any of its subsidiaries;
- (c) arrangements pursuant to which special benefits are to be provided to employees and directors or former employees and directors of the company or any of its subsidiaries; and
- (d) arrangements pursuant to which special benefits are to be provided to directors or former directors of the company or any of its subsidiaries.

(5) For the purposes of this article, references to a directors' meeting or part of a directors' meeting include a committee of directors as to the composition of which the chairman has the right to participate in the decision-making process, the composition of which is determined by the chairman whose ruling in relation to any question may, before the conclusion of the meeting, be referred to the chairman for his ruling.

(6) Subject to paragraph (7), if a question as to the right of a director to participate in the decision-making process arises, the chairman's ruling in relation to any question may, before the conclusion of the meeting, be referred to the chairman for his ruling.

(7) If any question as to the right to participate in the decision-making process arises, the chairman's ruling in relation to any question may, before the conclusion of the meeting, be referred to the chairman for his ruling. If the chairman is not to be counted as participating in the decision-making process for quorum purposes.

Records of decisions to be kept

15. The directors must ensure that there is kept, for at least 10 years from the date of the decision recorded, of every unanimous resolution of the directors.

Directors' discretion to make further arrangements

16. Subject to the articles, the directors may make such arrangements as they think fit about how they take decisions, and about how such rules are to be made.

Methods of appointing directors

17.—(1) Any person who is willing to act as a director—

- (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 representatives of the last shareholder may appoint a person to be a director.

(3) For the purposes of paragraph (2), if a shareholder dies, a younger shareholder who was the last to die, a younger shareholder.

Termination of director's appointment

18. A person ceases to be a director if—

the time at which it was to

on or other director chairing the

or director is not to be counted

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s for quorum and voting

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igation incurred by or on

s of the company or any of its
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stances rendering it uncertain
er shareholder.

- (a) that person ceases to be a director by law;
- (b) a bankruptcy order is made in respect of that person;
- (c) a composition is made with that person in respect of that person's debts;
- (d) a registered medical practitioner has given an opinion to the company stating that that person has become or is becoming incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental incapacity, that person is wholly or partly prevented from personally exercising his or her functions as a director;
- (f) notification is received by the company that such resignation has taken effect.

Companies Act 2006 or is prohibited

of that person's debts;
in opinion to the company
g as a director and may

wholly or partly prevents that
ould otherwise have;
s resigning from office, and

Directors' remuneration

- 19.**—(1) Directors may undertake any business which the company is authorised to carry out.
- (2) Directors are entitled to such remuneration as the company in general meeting may determine—
- (a) for their services to the company;
 - (b) for any other service which they have rendered to the company.
- (3) Subject to the articles, a director's remuneration—
- (a) take any form, and
 - (b) include any arrangements in respect of death, sickness or disability benefits.
- (4) Unless the directors decide otherwise, any remuneration payable to a director shall be payable day to day.
- (5) Unless the directors decide otherwise, a director shall not be entitled to any remuneration from the company for any remuneration received from any subsidiary or of any other body corporate in which the company has a substantial interest.

decide.

allowance or gratuity, or any

ay to day.

company for any remuneration
ubsidiaries or of any other

Directors' expenses

- 20.** The company may pay any reasonable expenses incurred by a director in connection with their attendance at—
- (a) meetings of directors or committees of directors;
 - (b) general meetings, or
 - (c) separate meetings of the holders of any class of shares in connection with the exercise of their rights as members of the company.

incur in connection with their

of the company, or otherwise
onsibilities in relation to the

All shares to be fully paid up

- 21.**—(1) No share is to be issued for which the company in consideration for its issue has not received the full amount of its nominal value and any premium to be paid to the company.
- (2) This does not apply to shares taken up by subscribers to the company's memorandum.

and any premium to be paid to

ubscribers to the company's

Powers to issue different classes of shares

- 22.**—(1) Subject to the articles, but without prejudice to any power already conferred on the company, the company may issue shares with such rights or restrictions as may be determined by the company in general meeting.
- (2) The company may issue shares which are to be redeemed at the option of the company or the holder, and the directors may determine the manner of redemption of any such shares.

existing share, the company
y resolution.

redeemed at the option of the
d manner of redemption of any

Company not bound by less than a share

- 23.** Except as required by law, no person is to be recognised as a shareholder of the company, and except as otherwise required by law, the company is not to recognise any interest in a share other than an interest shown in the register of members.

holding any share upon any
n any way to be bound by or
and all the rights attaching to it.

Share certificates

- 24.**—(1) The company must issue certificates for all the shares which that shareholder holds in the company.
- (2) Every certificate must specify—
- (a) in respect of how many shares it is issued for;
 - (b) the nominal value of those shares;
 - (c) that the shares are fully paid up;
 - (d) any distinguishing numbers or other identifying particulars of those shares.
- (3) No certificate may be issued in respect of shares which are not fully paid up.

more certificates in respect of

(4) If more than one person holds a share in respect of it.

(5) Certificates must—

- (a) have affixed to them the company seal,
- (b) be otherwise executed in accordance with the articles.

Replacement share certificates

25.—(1) If a certificate issued in respect of a share—

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed, the company may be required to issue a replacement certificate in respect of the same share.

(2) A shareholder exercising the right to require a replacement certificate—

- (a) may at the same time exercise the right to require separate certificates; and
- (b) must return the certificate which is damaged or defaced; and
- (c) must comply with such conditions as to payment of a reasonable fee as the directors may determine.

Share transfers

26.—(1) Shares may be transferred in the usual form or any other form approved by the directors, which is effectual for all purposes.

(2) No fee may be charged for registration of a transfer relating to or affecting the title to any share.

(3) The company may retain any instrument of transfer until it is registered.

(4) The transferor remains the holder of the shares until he is registered in the register of members as holder of it.

(5) The directors may refuse to register a transfer if the instrument of transfer must be returned to the transferee with the instrument if the proposed transfer may be fraudulent.

Transmission of shares

27.—(1) If title to a share passes to a person other than the transmittee, any title to that share.

(2) A transmittee who produces such evidence as to the death or bankruptcy of the holder as the directors may properly require—

- (a) may, subject to the articles, cause the shares to be transferred to another person, and
- (b) subject to the articles, and provided that the person to whom the shares are transferred is a person, has the same rights as the holder had.

(3) But transmittees do not have the right to require a resolution, in respect of shares to which they are entitled, otherwise, unless they become the holder of the shares.

Exercise of transmittees' rights

28.—(1) Transmittees who wish to become the holder of the shares must notify the company in writing of that wish.

(2) If the transmittee wishes to have an instrument of transfer in respect of it, the company must execute an instrument of transfer in respect of it.

(3) Any transfer made or executed under this section is as if the event which gave rise to the transmission had not occurred.

Transmittees bound by prior notice

29. If a notice is given to a shareholder of a company that a person is entitled to those shares, the transmittee is bound by the notice if the name of the transmittee has been entered in the register of members.

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Procedure for declaring dividends

30.—(1) The company may by ordinary resolution declare interim dividends.

(2) A dividend must not be declared unless the directors are satisfied that the dividend must not exceed the amount available for distribution.

(3) No dividend may be declared or paid unless the directors are satisfied that the dividend is payable in accordance with the shareholders' respective rights.

(4) Unless the shareholders' resolution or the terms of the shares are issued, specify otherwise in the resolution or decision, the date of the resolution or decision on which the dividend is payable.

(5) If the company's share capital is divided into shares of different classes, a dividend may be paid on shares of one class if a dividend is in arrear.

(6) The directors may pay at intervals available for distribution justify the payment.
(7) If the directors act in good faith, they are not liable for any loss they may suffer by exercising their powers in relation to preferred rights.

Payment of dividends and other distributions

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

- (a) transfer to a bank or building society account, or to the order of the recipient, if the directors may otherwise decide;
- (b) sending a cheque made payable to the order of the distribution recipient at the address specified in the register of members or (in any other case) to an address specified in writing or as the directors may otherwise decide;
- (c) sending a cheque made payable to the order of the distribution recipient at the address specified in writing or as the directors may otherwise decide; or
- (d) any other means of payment specified in writing or as the directors may otherwise decide.

(2) In the articles, “the distribution recipient” means the person to whom a sum is payable—

- (a) the holder of the share; or
- (b) if the share has two or more holders, any one of them, or
- (c) if the holder is no longer entitled to the share, the person entitled to it otherwise by operation of law, the

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 by—

- (a) the terms on which the share was issued;
- (b) the provisions of another agreement to which the company is a party.

Unclaimed distributions

33.—(1) All dividends or other sums payable in respect of shares which are not claimed after having been payable for a period of twelve years may be invested or otherwise managed by the directors on behalf of the company.

(2) The payment of any such dividend or other sum does not make the company a trustee in respect of it.

(3) If—

- (a) twelve years have passed from the date when the dividend or other sum became due for payment, and
- (b) the distribution recipient has died or become bankrupt, or the distribution recipient is no longer entitled to the share, the company.

Non-cash distributions

34.—(1) Subject to the terms of issue of the shares, the directors may, on the recommendation of the directors, distribute a share by transferring non-cash assets (including securities in any company).

(2) For the purposes of paying a non-cash dividend or other sum, the directors may make such arrangements as they think fit, including—

- (a) fixing the value of any assets to be distributed;
- (b) paying cash to any distribution recipient in respect of the assets; and
- (c) vesting any assets in trustees for the benefit of the distribution recipient.

Waiver of distributions

35. Distribution recipients may waive their right to a dividend or other sum payable in respect of a share by giving the company notice in writing.

- (a) the share has more than one holder, or
- (b) more than one person is entitled to the share, whether as joint holders, or otherwise.

The notice is not effective unless it is given by the person or persons otherwise entitled to the share.

appears to them that the profits

of the company are sufficient to pay dividends on shares conferring preferred rights, and that the shares with deferred or non-

dividend shares are entitled to a dividend in respect of a share, it must be paid

to the distribution recipient either in writing or as

the distribution recipient at the address specified in the register of members or (in any other case) to an address specified in writing or as the directors may

otherwise decide; or by any other means of payment specified in writing or as the directors may otherwise decide; or

by any other means of payment specified in writing or as the directors may otherwise decide.

the holder of the share; or if the share has two or more holders, any one of them, or

if the holder is no longer entitled to the share, the person entitled to it otherwise by operation of law, the

company may not pay interest on a dividend or other sum payable in respect of a share unless

otherwise provided by—

the company until claimed. The payment of any such dividend or other sum does not make the company a

trustee in respect of it.

the distribution recipient has died or become bankrupt, or the distribution recipient is no longer entitled to the share, the company.

Subject to the terms of issue of the shares, the directors may, on the recommendation of the directors, distribute a share by transferring non-cash assets (including securities in any company).

For the purposes of paying a non-cash dividend or other sum, the directors may make such arrangements as they think fit, including—

fixing the value of any assets to be distributed;

Distribution recipients may waive their right to a dividend or other sum payable in respect of a

share by giving the company notice in writing.

The notice is not effective unless it is given by the person or persons otherwise entitled to the share.

Authority to capitalise and appropriate

- 36.**—(1) Subject to the articles, the directors may—
- (a) decide to capitalise any profits (including any share premium account or capital reserve) which are not required for paying a premium on any new shares or debentures of the company or for paying a dividend, and
 - (b) appropriate any sum which they think fit (including any sum standing to the credit of the company or of any share premium account or capital reserve) to the persons who would have been entitled to it if it were distributed in the same proportions.
- (2) Capitalised sums must be applied—
- (a) on behalf of the persons entitled to them,
 - (b) in the same proportions as they would have been distributed.
- (3) Any capitalised sum may be applied in paying up new debentures of the company which are then allotted credited as fully paid up.
- (4) A capitalised sum which was appropriated for the purpose of paying up new debentures of the company which are then allotted credited as fully paid up may be applied in paying up new shares of the company which are then allotted credited as fully paid up.
- (5) Subject to the articles the directors may—
- (a) apply capitalised sums in accordance with paragraph (3) or (4) in one way and partly in accordance with paragraph (3) and partly in accordance with paragraph (4);
 - (b) make such arrangements as they think fit for the payment of such sums in instalments or in fractions under this article (including the appointment of trustees and the making of cash payments);
 - (c) authorise any person to enter into any agreement which is binding on them in respect of the application of such sums.

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Attendance and speaking at general meetings

- 37.**—(1) A person is able to exercise the right to speak at a general meeting if that person is in a position to communicate to all those attending the meeting the substance of any business which that person has on the business of the company.
- (2) A person is able to exercise the right to vote at a general meeting if—
- (a) that person is able to vote, and
 - (b) that person's vote can be counted for the purpose of the resolutions are passed at the meeting.
- (3) The directors may make whatever arrangements they think fit to enable those attending a general meeting to exercise their right to speak at the meeting.
- (4) In determining attendance at a general meeting, two or more members attending the meeting in person or by proxy who are in the same place as each other shall be treated as one person.
- (5) Two or more persons who are not members of the company may, in any circumstances are such that if they had been members of the company would be) able to exercise them.

Quorum for general meetings

38. No business other than the appointment or re-appointment of directors or the appointment of auditors shall be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 39.**—(1) If the directors have appointed a chairman of a general meeting, he shall be willing to do so.
- (2) If the directors have not appointed a chairman of a general meeting, the person who is present within ten minutes of the time appointed for the meeting shall—
- (a) the directors present, or
 - (b) (if no directors are present), the shareholders present,
- must appoint a director or shareholder to chair the meeting and it shall be the first business of the meeting to elect him to be the chairman of the meeting.
- (3) The person chairing a meeting in accordance with paragraph (2) shall be known as "the chairman of the meeting".

Attendance and speaking by directors

- 40.**—(1) Directors may attend and speak at general meetings.
- (2) The chairman of the meeting may, if he thinks fit, invite any shareholder to attend and speak at the meeting.
- (a) shareholders of the company

ordinary resolution—
available for distribution) which
the credit of the company's
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entitled") and in the same
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e making of cash payments);
half of all the persons entitled
s to them under this article.

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vote at the meeting, and
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s attending the meeting.
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o chair the meeting or is not

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y shareholders.

(b) otherwise entitled to exercise the right to attend and speak at a general meeting.

general meetings,

Adjournment

41.—(1) If the persons attending a general meeting to start do not constitute a quorum, the meeting must adjourn it.

at which the meeting was due to be held, or if not present, the chairman of the meeting.

(2) The chairman of the meeting may adjourn the meeting if—
(a) the meeting consents to an adjournment, or
(b) it appears to the chairman or to any other person attending the meeting or to the directors that it is necessary to do so in any manner.

if the chairman is present if—

it is necessary to do so in any manner in order to protect the safety of any person attending the meeting or to ensure that the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn the meeting if—

so by the meeting.

(4) When adjourning a general meeting, the chairman must—
(a) either specify the time and place to be fixed by the directors, or
(b) have regard to any directions given by the directors at the meeting.

to continue at a time and place to be fixed by the directors.

(5) If the continuation of an adjourned general meeting is not possible, the company must give at least 7 clear days' notice (the day on which the notice is given)—

after it was adjourned, the notice of the adjourned meeting and the notice of the continuation of the meeting.

(a) to the same persons to whom notice of the meeting was 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 if the adjournment was required to be given, and no business may be transacted at the meeting if the adjournment was not properly have been required to be given.

not properly have been required to be given.

Voting: general

42. A resolution put to the vote of a general meeting is carried if a majority of the votes validly cast are in favour of it, unless a show of hands is demanded in accordance with the articles.

by a majority 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 or adjourned meeting at which the meeting is valid.

at a general meeting except at the meeting at which the resolution is passed, and any vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the court.

and the court's decision is final.

Poll votes

44.—(1) A poll on a resolution may be demanded—
(a) in advance of the general meeting, or
(b) at a general meeting, either before or after a show of hands on that resolution.

immediately after the result of a show of hands is announced.

(2) A poll may be demanded by—
(a) the chairman of the meeting;
(b) the directors;
(c) two or more persons having the right to vote on the resolution; or
(d) a person or persons representing the shareholders having the right to vote on the resolution.

the voting rights of all the shareholders entitled to vote on the resolution.

(3) A demand for a poll may be withdrawn.

(a) the poll has not yet been taken, and
(b) the chairman of the meeting agrees to do so.

(4) Polls must be taken immediately after the result of a show of hands is announced.

meeting directs.

Content of proxy notices

45.—(1) Proxies may only validly be used if the notice (the "proxy notice") which—
(a) states the name and address of the person appointed to act as proxy, and
(b) identifies the person appointed to act as proxy, and the general meeting in relation to which that person is appointed; and
(c) is signed by or on behalf of the person appointing the proxy in such manner as the directors may determine; and
(d) is delivered to the company in accordance with the provisions of the articles of the general meeting to which it relates.

the proxy notice") which—

the person appointed to act as proxy in relation to the general meeting in relation to which that person is appointed;

in such manner as the directors may determine;

in accordance with the provisions of the articles of the general meeting to which it relates.

(2) The company may require proxy notices to be in a prescribed form and may specify different forms for different purposes.

and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy is to vote (including that the proxy is to abstain from voting) on one or more resolutions.

that the proxy is to abstain from voting) on one or more resolutions.

