

CONTENTS

Introduction and How to Use this Book

Chapter 1

Incorporation of a Private Limited Company

Introduction – types of private company

Corporate bodies that are not companies

The registration process – private companies

Company incorporation process – Companies Act 2006

Electronic incorporation

Effects of incorporation

Certificate of incorporation

Practical considerations

Name

Stationery, documents, websites etc

Limited liability of members

Ready-made or shelf companies

Companies House

The documents and forms for incorporation of a company – Companies Act 2006

Articles of association

General – articles of association

Company incorporation forms – Companies Act 2006

Company limited by guarantee

(1) The members' liability

(2) No share capital

Distribution of profits

Charities in the form of companies limited by guarantee

Application of Companies Act to guarantee companies

Registration procedure – Companies Act 2006

Company names

Unlimited company

Precedent 1.1 – Form IN01

Precedent 1.2 – Memorandum of Association

Chapter 2

Limited Liability Partnerships

Introduction

Key legal features

• BVA 1985 – Business Names Act 1985

• CA 1947/1985 Act – the Companies Act 1985

• CA 2006/2006 Act – the Companies Act 2006

• LA 1986 – Insolvency Act 1986

• LLP 2000 – Limited Liability Partnerships Act 2000

Statutory provisions are subject to change by statutory instrument.

Some prescribed forms are reproduced in most cases electronic form may be printed out as an alternative to use of a hard copy form. In particular the chapter dealing with electronic communications (This has many advantages to company secretarial practitioners and is greatly encouraged by Companies House).

ADDITIONAL MATTERS

The law (with the exception of chapter 2) is stated as at 1 December 2012. As set out in chapter 2, the law and forms included there are as expected to be in force from 6 April 2013 and the information in that chapter is compiled from information available at 21 January 2013.

The author acknowledges with deep gratitude the help and assistance of our many contacts and of our many past and current colleagues. Our experience in working with all of those people on company administration matters has facilitated the contents of this book in many ways. Also gratefully acknowledged is the skilful assistance and enthusiastic encouragement offered by all members of the Jordan Publishing team in preparing this seventh edition of *Jordan's Companies*.

We hope that you the reader will find using the book as intended as we have found creating

Gerard Leighton
Brian Van Lutter
Carol Gillard

Companies Act 2006	35
Names and registration	36
Registered office	38
Members	38
Agreement	40
Records and registers	40
Single alternative inspection location	41
Registration of charges	41
Registration of charges – proposed modifications	42
Other record keeping	42
Annual requirements	43
Precedent 2.1 – Form LL IN01	45
Precedent 2.2 – Form LL NM01	55
Precedent 2.3 – Form LL AD01	57
Precedent 2.4 – Form LL AP01	59
Precedent 2.5 – Form LL AP02	63
Precedent 2.6 – Form LL TM01	66
Precedent 2.7 – Form LL CH01	68
Precedent 2.8 – Form LL CH02	72
Precedent 2.9(1) – Register of Members of a Limited Liability Partnership (Individual Members)	75
Precedent 2.9(2) – Register of Members of a Limited Liability Partnership (Corporate Members)	76
Precedent 2.10 – Register of members' residential addresses	77
Precedent 2.11 – Form LL DE01	78
Precedent 2.12 – Register of mortgages and charges	80
Precedent 2.13 – Register of sealings and documents executed	81
Precedent 2.14 – Form LL AD02	82
Precedent 2.15 – Form LL AD03	84
Precedent 2.16 – Form LL AD04	86
Precedent 2.17 – Form LL MG01	88
Precedent 2.18 – Form LL MG06	92
Precedent 2.19 – Form LL MG02	96
Precedent 2.20 – Form LL MG04	99
Precedent 2.21 – Form LL AA01	102
Precedent 2.22 – Members' resolution approving annual accounts and authorising signatory	105
Precedent 2.23 – Form LL AR01	106
Chapter 3	
Community Interest Companies	115
General matters	115
Key characteristics of CICs	116
Registration of CICs	116

Contents of articles	117
Required contents of articles – CIC limited by guarantee	118
Required contents of articles – CIC limited by shares	118
CIC incorporations – applicable legislation	119
Pre-Companies Act 2006 CICs	119
CIC names	119
Restrictions on the raising of funds and on the application of funds and assets	120
The dividend cap	120
Company law dividend rules and procedures	121
Dividend authorisation	121
The interest cap	121
Purchase and redemption of shares, reductions of capital	122
The community interest test	122
The community interest company report	123
Regulation, public accountability and reporting	124
Fees payable by CICs	124
Structure and governance	124
Changes to CICs and transfers to asset locked bodies on dissolution	125
Disposals of assets	125
Conversions	125
Winding up	125
Precedent 3.1 – Community interest companies – statutory fee list	127
Precedent 3.2 – Form IN01	128
Precedent 3.3 – Memorandum of Association – private CIC limited by guarantee	146
Precedent 3.4 – Form CIC36	147
Precedent 3.5 – Form CIC34	151
Precedent 3.6 – Form CIC14	166
Precedent 3.7 – Form CIC53	170
Chapter 4	
Alteration to Articles of Association	173
Alteration to memorandum – pre-Companies Act 2006 companies	173
General matters	173
Change of name	174
Change of situation of registered office	174
Alteration of objects (companies incorporated prior to 1 October 2009)	174
Objects – charities and community interest companies	175
Alteration of objects – charitable companies	175
Alteration of objects – community interest companies	176
Objects for companies incorporated on or after 1 October 2009 – Companies Act 2006	176
Alteration of articles	176
Objecting members	177
Adoption of New Articles/Updating Articles for Companies Act 2006	177

Individual and 'piecemeal' alterations to the articles	178
Table A/'model' articles	178
Precedent 4.1 – Directors' written resolution in accordance with the company's articles to circulate a members' written resolution	179
Precedent 4.2 – Directors' resolution at board meeting to circulate a written resolution to the members	179
Precedent 4.3 – Directors' written resolution in accordance with the company's articles to convene a general meeting	179
Precedent 4.4 – Directors' resolution at board meeting to convene a general meeting	179
Precedent 4.5 – Special resolution to adopt new objects/alter objects/ remove objects	179
Precedent 4.6 – Form CC04	181
Precedent 4.7 – Directors' written resolution to circulate a members' written resolution to alter articles	183
Precedent 4.8 – Directors' resolution at board meeting to call GM to recommend alteration to articles	183
Precedent 4.9 – Special resolution to alter articles	183
Precedent 4.10 – Directors' written resolution to circulate a members' written resolution to adopt new articles	183
Precedent 4.11 – Directors' written resolution to call GM to recommend the adoption of new articles	184
Precedent 4.12 – Special resolution to adopt new articles	184
Chapter 5	
Company Names	185
Requirements as to names – general	186
The Companies and Business Names (Miscellaneous Provisions) Regulations 2009, SI 2009/1085	187
Offensive and sensitive words	187
'Too like' names and direction to change	188
Similarity to another name in which a person has goodwill	189
Passing off	190
Checking proposed names	190
Exemption from using 'limited'	190
Power of Secretary of State to order a change of name	191
Change of name	191
Change of name by special resolution	192
Change of name conditional upon the occurrence of an event	192
Change of name by other means provided for by the company's articles	193
Effects of change of name	193
Business names	193
Displaying the name – general	194
Declarations of corporate status and details – Companies Act 2006	195
Company name	195
Other corporate details	195
Directors' details	196

Limited status	196
Charitable companies – additional requirements	196
Precedent 5.1 – Form NM06	197
Precedent 5.2 – Form NE01	199
Precedent 5.3 – Directors' resolution to call General Meeting – change of name resolution	201
Precedent 5.4 – Special resolution to change the name of company	201
Precedent 5.5 – Form NM01	202
Precedent 5.6 – Form NM02	204
Precedent 5.7 – Form NM03	206
Precedent 5.8 – Form NM04	208
Chapter 6	
Re-registration	211
Introduction	211
6A Re-registration – community interest companies	212
Precedent 6A.1 – Form C1C37	213
6B Re-registration of a Private Company Limited by Shares as a Public Limited Company	218
Precedent 6B.1 – Directors' resolutions – re-registration as public company	220
Precedent 6B.2 – Special resolution of the members to re-register as public company and make consequential alterations to articles of association	220
Precedent 6B.3 – Form RR01	222
Precedent 6B.4 – Directors' resolutions approving documentation – application for re-registration as public company	227
6C Re-registration of a Public Limited Company as a Private Company Limited by Shares	228
Precedent 6C.1 – Directors' resolutions – re-registration a private company	230
Precedent 6C.2 – Special resolutions to re-register and adopt new articles of association	230
Precedent 6C.3 – Form RR02	232
Precedent 6C.4 – Form RR03	234
Precedent 6C.5 – Form RR04	236
Precedent 6C.6 – Sticker for share certificate following re-registration	239
6D Re-registration of a Limited Company as Unlimited	240
Precedent 6D.1 – Directors' resolutions to commence re-registration as unlimited	242
Precedent 6D.2 – Special resolution to re-register and adopt new articles of association	242
Precedent 6D.3 – Form of assent for re-registration of private limited company as unlimited	244
Precedent 6D.4 – Form RR05	245
6E Re-registration of an Unlimited Company as a Private Limited Company	248
Precedent 6E.1 – Directors' resolutions – proposing re-registration as limited company	249
Precedent 6E.2 – Special resolution to re-register and adopt new articles of association	249
Precedent 6E.3 – Form RR06	251
6F Re-registration of a Public Company as a Private Unlimited Company	254

Precedent 6F.1 – Directors' resolutions – proposed re-registration as a private unlimited company	256
Precedent 6F.2 – Special resolution to re-register as a private unlimited company	256
Precedent 6F.3 – Assent of the members for re-registration of a public company as a private unlimited company	257
Precedent 6F.4 – Form RR07	258
Chapter 7	
Shares and Share Capital	261
Introduction and general, Companies Act 2006 changes	261
7A Allotment of shares (Companies Act 2006)	261
General – Companies Act 2006	262
Subscribers' shares	262
Preconditions to allotment	262
Provisions of the articles	262
Statutory pre-emption rights (Companies Act 2006)	263
Directors' authority to allot (Companies Act 2006)	264
Allotments for cash	264
Return of allotment	265
Allotments to directors	266
Allotments for consideration other than cash	266
Rights issues	267
Bonus issues	267
Renunciation of shares	269
Precedent 7A.1 – Provision in articles excluding statutory pre-emption rights	270
Precedent 7A.2 – Ordinary resolution – general authority for the directors to allot shares (two or more share class capital)	270
Precedent 7A.3 – Form SH01	271
Precedent 7A.4 – Directors' resolution – cash allotment of ordinary shares	275
Precedent 7A.5 – Directors' resolution to make a rights issue*	275
Precedent 7A.6 – Provisional offer letter – rights issue	276
Precedent 7A.7 – Directors' resolution to allot shares accepted – rights issue	277
Precedent 7A.8 – Directors' resolution to convene general meeting to declare bonus issue*	277
Precedent 7A.9 – Ordinary resolution to authorise bonus issue*	277
Precedent 7A.10 – Directors' resolution to provisionally allot shares – non-renounceable bonus issue	278
Precedent 7A.11 – Provisional offer letter to shareholders – non-renounceable bonus issue	279
Precedent 7A.12 – Directors' resolutions second board meeting – allotment of shares accepted on a non-renounceable bonus issue*	280
Precedent 7A.13 – Directors' resolution to provisionally allot shares renounceable bonus issue	280
Precedent 7A.14 – Provisional offer letter to shareholders – renounceable bonus issue	281
Precedent 7A.15 – Directors' resolution to allot shares accepted/renounced – renounceable bonus issue	282
Allotment of shares – Summary of Companies Act 2006 changes	283
Abolition of authorised capital	283

Allotment and issue of shares	283
Directors' authority to allot shares	283
Records of issued shares and return of allotment	284
Companies incorporated prior to 1 October 2009	284
7B Transfer and Transmission of Shares	285
Transfer of shares	285
Restrictions on share transfers	287
Refusal of registration of share transfers – Companies Act 2006	288
Death of a shareholder	288
Death of a joint shareholder	289
Transmission of shares	289
Death of members and transmission of shares – model articles	290
Precedent 7B.1 – Form J30	291
Precedent 7B.2 – Form J10	293
Precedent 7B.3 – Register of transfers	295
Precedent 7B.4 – Register of members (a) Transferor	296
Precedent 7B.5 – Register of members (b) Transferee	297
Precedent 7B.6 – Directors' resolution to decline to register a share transfer	298
Precedent 7B.7 – Letter to proposed transferee notifying refusal of registration of transfer and giving reasons	298
Precedent 7B.8 – Letter to proposed transferee providing further information about the reasons for refusal of registration of transfer – reply to request under s 771(2) of the CA 2006	298
Precedent 7B.9 – Record in register of members of grant of probate	300
Precedent 7B.10 – Statutory declaration by next of kin in a small estate	301
Precedent 7B.11 – Indemnity by next of kin in a small estate	301
Precedent 7B.12 – Record in register of members of death of a joint shareholder	303
Precedent 7B.13 – Form J18	304
7C Register of Members and Share Certificates/Membership certificates (guarantee company)	305
Register of members – general	305
Register of Members – Companies Act 2006 changes	307
Documents lodged for registration	308
Designated holdings	310
Companies limited by guarantee	310
Share certificates	311
Membership certificates – companies limited by guarantee	312
Precedent 7C.1 – Specimen page of register of members	313
Precedent 7C.2 – Register of documents	314
Precedent 7C.3 – Form of endorsement on documents produced	314
Precedent 7C.4 – Notification of change of address of shareholder*	315
Precedent 7C.5 – Statutory declaration on change of name of shareholder	316
Precedent 7C.6(1) – General power of attorney	316
Precedent 7C.6(2) – Specific but forming a general proxy	317
Precedent 7C.7 – Protective notice by company on receipt of power of attorney	317
Precedent 7C.8 – Declaration of identity of shareholder*	318

Precedent 7C.9 – Request for designated shareholdings	319
Precedent 7C.10 – Application for membership – company limited by guarantee	319
Precedent 7C.11 – Resignation from membership – company limited by guarantee*	320
Precedent 7C.12 – Notice to former member of automatic termination of membership in accordance with articles	321
Precedent 7C.13 – Notice to former member of removal from membership in accordance with articles	321
Precedent 7C.14 – Share certificate (fully paid shares)	323
Precedent 7C.15 – Endorsement of payment of call (partly paid shares)	324
Precedent 7C.16 – Form J16a	325
7D Reduction of capital – general (Companies Act 2006)	326
Reduction of capital supported by solvency statement	327
Precedent 7D.1(1) – Directors' resolutions – proposed reduction of capital (sections 642–644 Companies Act 2006)	329
Precedent 7D.1(2) – Special resolution to authorise reduction of capital (sections 642–644 Companies Act 2006)	329
Precedent 7D.1(3) – Form SH19	330
Precedent 7D.1(4) – Statement of confirmation by Directors Pursuant to section 644(5) Companies Act 2006	334
Reduction of capital approved by the court (ss 645–649 Companies Act 2006)	334
7E Financial assistance for acquisition of a company's shares	335
7F General rule against a company acquiring its own shares – Companies Act 2006, ss 658–676	335
7G Redemption and purchase of a company's own shares	336
Introduction	336
Purchases out of distributable profits	337
Purchase or redemption of shares out of capital	337
Off-market purchase – procedure (Companies Act 2006)	337
Power of a private limited company to redeem or purchase its own shares out of capital and the 'permissible capital payment' (Companies Act 2006, ss 709–723)	339
Requirements for payment out of capital	339
Directors' statement and auditor's report (ss 714 and 715)	340
Special resolution (ss 716–718)	340
Public notice in Gazette and a national newspaper (s 719)	341
A copy of the directors' statement and auditor's report to be delivered to the Registrar (s 719)	341
Directors' statement and auditor's report to be available for inspection (s 720)	341
Timing of payment out of capital (s 723)	341
Capital redemption reserve and payment out of capital (s 734)	342
Redemption of share capital (Companies Act 2006)	342
Precedent 7G.1(1) – Directors' resolutions to convene general meeting to authorise purchase of own shares	345
Precedent 7G.1(2) – Special resolutions to authorise purchase of own shares	345
Precedent 7G.1(3) – Draft contract for purchase of own shares	346
Precedent 7G.1(4) – Directors' resolutions following general meeting approving contract	348
Precedent 7G.1(5) – Form SH03	349

Precedent 7G.1(6) – Entry in register of members on purchase of shares	352
Precedent 7G.2(1) – Directors' resolutions – purchase or redemption of shares out of capital	353
Precedent 7G.2(2) – Auditors' report in accordance with s 714(6) of the Companies Act 2006	353
Precedent 7G.2(3) – Special resolution authorising private company to purchase or redeem shares out of capital**	353
Precedent 7G.2(4) – Notice in London Gazette and either in newspaper or to all creditors	354
Precedent 7G.3(1) – Draft article for redeemable ordinary shares*	355
Precedent 7G.3(2)(A) – Resolution of the directors to redeem shares	355
Precedent 7G.3(2)(B) – Notice to shareholders – redemption of shares	356
Precedent 7G.3(3) – Form SH02	357
Precedent 7G.3(4) – Entries in register of members on redemption of shares	362
7H Redenomination of capital (Companies Act 2006)	363
7I Subdivision and consolidation of shares (Companies Act 2006)	364
7J Redesignation of share capital	365
General	365
Procedures and documents	365
Pre-Companies Act 2006 companies	366
Precedent 7J.1 – Directors' resolutions to recommend redesignation of shares	367
Precedent 7J.2 – Special resolutions to redesignate Ordinary shares as "A" Ordinary shares	367
Precedent 7J.3 – Ordinary resolution to provide authority for the directors to allot shares pursuant to section 551 of the Companies Act 2006	367
Precedent 7J.4 – Form SH08	369
Precedent 7J.5 – Form SH10	371
Chapter 8	
Annual Report, Accounts and Auditors	373
8A Annual report and accounts	373
Introduction	373
Accounting records	374
Accounting reference date	374
Annual accounts	375
Approval, signing, circulation and filing of directors' report and accounts	375
Time for filing accounts with Companies House and late filing penalties	377
Accounting and filing exemptions	378
Small and medium-sized companies	378
Dormant subsidiaries	379
Audit exemption and dormant companies	380
Audit exemption for small companies	380
Audit exemption for subsidiary companies	381
Right of members to require an audit	381
The annual return	382
Precedent 8A.1 – Directors' resolution to change accounting reference date	385
Precedent 8A.2 – Form AA01	386

Precedent 8A.3 – Minutes of resolution of the directors of a private company approving directors' report and accounts	389
Precedent 8A.4 – Resolution of the company in accordance with s 506 of the CA 2006	389
Precedent 8A.5 – Directors' resolution to file modified accounts	389
Precedent 8A.6 – Statement to appear on balance sheet when modified accounts prepared for an individual company	390
Precedent 8A.7 – Audit reports	390
Precedent 8A.8 – Directors' statements to appear on a balance sheet of a dormant company	391
Precedent 8A.9 – Directors' statements to appear on balance sheet of an audit exempt company	391
Precedent 8A.10 – Form AA06	392
Precedent 8A.11 – Form AR01	395
8B Auditors	409
Introduction	410
Auditor ceasing to hold office	411
Removal of an auditor (CA 2006, ss 510–513)	412
Liability Limitation Agreements	413
Precedent 8B.1(1) – Resolution of directors to appoint auditors as first auditors	415
Precedent 8B.1(2) – Resolution of directors to appoint auditors to fill a casual vacancy	415
Precedent 8B.1(3) – Resolution of directors to appoint auditors following a period when the company (being exempt from audit) did not have any auditor	416
Precedent 8B.2 – Resolution of directors not to appoint auditors on the ground that audited accounts are unlikely to be required	416
Precedent 8B.3 – Ordinary resolution of the members to appoint auditors	416
Precedent 8B.4 – Resolution of directors approving auditors' remuneration	416
Precedent 8B.5 – Statement by a person ceasing to hold office as auditor	417
Precedent 8B.6(1) – To appoint auditor other than the retiring auditor: directors' resolution to put resolution to members	419
Precedent 8B.6(2) – To appoint auditor other than the retiring auditor: ordinary resolution of members	419
Precedent 8B.7(1) – To fill a casual vacancy in the office of auditor: directors' resolution to put resolution to members	419
Precedent 8B.7(2) – To fill a casual vacancy in the office of auditor: ordinary resolution	419
Precedent 8B.8(1) – To re-appoint an auditor appointed by the directors to fill a casual vacancy: directors' resolution	420
Precedent 8B.8(2) – To re-appoint an auditor appointed by the directors to fill a casual vacancy: ordinary resolution	420
Precedent 8B.9(1) – To remove an auditor before expiration of term of office: directors' resolution	420
Precedent 8B.9(2) – To remove an auditor before expiration of term of office: ordinary resolution	420
Precedent 8B.10 – Form AA03	421
Precedent 8B.11(1) – Letters to auditors enclosing notice of resolution to appoint different auditors to proposed new auditors	423
Precedent 8B.11(2) – Letters to auditors enclosing notice of resolution to appoint different auditors to the outgoing auditors	423
Precedent 8B.12 – Letter to members enclosing written representations from outgoing auditors	424

Precedent 8B.13 – Ordinary resolution of a private company to waive the need for approval of a liability limitation agreement	424
Precedent 8B.14 – Ordinary resolution to approve the principal terms of a liability limitation agreement	424
Precedent 8B.15 – Ordinary resolution to approve the liability limitation agreement after it has been entered into	424
Precedent 8B.16 – Ordinary resolution to withdraw authorisation for a liability limitation agreement	425
Chapter 9	
Borrowing and Debentures	427
General	427
Borrowing and creation of a charge	428
The 2013 registration provisions	429
Headline changes to be introduced on 6 April 2013	429
Registration requirements	429
Notification of addition to or amendment of a charge	432
Statement of satisfaction of a charge	432
Precedent 9.1 – Directors' resolution to enter into an 'all monies' debenture	434
Precedent 9.2 – Debenture by a company-own liabilities (Barclays Bank PLC)	435
Precedent 9.3 – Form MR01 (Draft) Particulars of a charge	446
Precedent 9.4 – Form MR02 (Draft) Particulars of a charge subject to which property or undertaking has been acquired	451
Precedent 9.5 – Form MR07 (Draft) Particulars of alteration of a charge (particulars of a negative pledge)	456
Precedent 9.6 – Form of discharge of a debenture	461
Precedent 9.7 – Form MR04 (Draft) Statement of satisfaction in full or in part of a charge	462
Chapter 10	
Dividends and Loan Interest	469
Dividends	469
Loans – loan interest	472
Precedent 10.1 – Dividend payment counterfoil	473
Precedent 10.2 – Directors' resolution to pay interim ordinary dividend on shares	473
Precedent 10.3 – Directors' resolution recommending a full dividend on ordinary shares	473
Precedent 10.4 – Shareholders' resolution declaring a full dividend on ordinary shares	473
Precedent 10.5 – Dividend agenda item in notice of AGM	474
Precedent 10.6 – Directors' resolution to pay preference dividend	474
Precedent 10.7 – Letter to shareholder regarding dividend mandate	474
Precedent 10.8 – Request for payment of dividends or interest ('Dividend mandate form')	475
Precedent 10.9 – Notice of change of branch or account to which dividends mandated	476
Precedent 10.10 – Waiver of dividend	477
Precedent 10.11 – Indemnity for lost dividend cheque	478

Chapter 11	
Directors and the Secretary	479
11A Appointment and cessation of office of directors	479
Directors – introduction	480
Directors – impact of Table A or the model articles	480
Minimum age for appointment as director	481
Maximum age for appointment as a director	481
Corporate directors	481
Effect of breach of requirements regarding number of directors or corporate directors	482
Appointment of directors	482
Charitable companies: 'Fit and proper persons' requirements – Finance Act 2010	484
Other statutory and regulatory situations	485
Retirement of directors by rotation	485
Resignation and other vacation of office – directors	485
Removal from office – directors	486
Companies Act 2006, s 168 removal procedure	486
Appointors' rights of appointment and removal of directors/ex officio directors	488
Cessation of office of directors generally	488
Confidentiality of directors' addresses – Companies Act 2006	489
Compensation for loss of office	490
Change of directors' details	491
Precedent 11A.1 – Form AP01	492
Precedent 11A.2 – Form AP02	496
Precedent 11A.3 – Appointment of a director by existing directors	499
Precedent 11A.4 – Appointment of director by company in general meeting: item for notice*	499
Precedent 11A.5 – Ordinary resolution at a general meeting to appoint a director	500
Precedent 11A.6 – Appointment by board of parent company under terms of the articles	501
Precedent 11A.7 – Directors' resolutions (subsidiary company)*	501
Precedent 11A.8 – Register of directors	502
Precedent 11A.9 – Ordinary resolution to fix maximum number of directors*	503
Precedent 11A.10 – Wording for directors' report (retiring directors seeking re-appointment at AGM)*	503
Precedent 11A.11 – Ordinary resolution at general meeting for re-appointment of a director retiring by rotation*	504
Precedent 11A.12 – Register of directors – director's resignation entry	505
Precedent 11A.13 – Form TM01	506
Precedent 11A.14 – Wording of directors' report when retiring director does not seek re-appointment	508
Precedent 11A.15 – Letter of resignation	508
Precedent 11A.16 – Directors' resolution recording resignation of director	508
Precedent 11A.17 – Directors' resolution recording vacation of office – bankruptcy	508
Precedent 11A.18 – Form CH01	509
Precedent 11A.19 – Form CH02	513
Precedent 11A.20 – Special notice – proposed removal of director (s 168 of the CA 2006)	516

Precedent 11A.21 – Notice to director proposed to be removed pursuant to s 168 of the CA 2006*	517
Precedent 11A.22 – Notice of appointment of director by appointing body	518
Precedent 11A.23 – Notice of removal of director by appointing body	519
11B The office of director	519
Directors of subsidiary companies	520
Alternate directors	520
Managing directors	521
Associate directors	521
Precedent 11B.1 – Article giving holding company power to appoint or remove directors	523
Precedent 11B.2 – Notice of appointment of alternate director*	523
Precedent 11B.3 – Directors' resolution – alternate appointment†	524
Precedent 11B.4 – Notice of revocation of appointment of alternate director	524
Precedent 11B.5 – Directors' resolution – cessation of office of alternate	524
Precedent 11B.6 – Form AP01	525
Precedent 11B.7 – Directors' resolution – appointment of managing director	529
Precedent 11B.8 – Specimen service agreement for a managing director*	529
11C Meetings of the Directors	537
General	537
Committees of the directors	538
Records of meetings of the directors	539
Ratification of acts of directors (s 239, Companies Act 2006)	540
Precedent 11C.1 – Notice of board meeting	541
Precedent 11C.2 – Written resolution of directors	541
Precedent 11C.3 – Directors' resolution – appointment of a committee of the directors*	542
Precedent 11C.4 – Directors' resolution – appointment of authorised signatories	542
Precedent 11C.5 – Specimen minutes of a directors' meeting	543
Precedent 11C.6 – Specimen minutes of directors' meeting – specific circumstances	544
11D Conflicts of interest and related matters	545
Directors' general duties – Companies Act 2006	545
List of directors' general duties	546
Conflicts of interest – Companies Act 2006	548
Conflicts of interest – charitable companies	548
Derivative actions – Companies Act 2006	549
Substantial property transactions – Companies Act 2006	549
Directors' interests – Table A based articles	551
Loans to directors – Companies Act 2006	551
Precedent 11D.1 – Ordinary resolution to approve a property transaction in which a director has an interest	553
Precedent 11D.2 – Directors' resolution that an interested director did not vote or count in the quorum on a particular transaction*	553
Precedent 11D.3 – Ordinary resolution to enable interested director to vote on contracts	553
11E Directors' liabilities – provisions to protect directors from liability (Companies Act 2006)	554

11F Secretary – Companies Act 2006	556
General	556
Register of secretaries	557
Procedures – secretary	557
Role of the secretary	557
Charitable and ‘not-for-profit’ companies	558
Precedent 11F.1 – <i>Register of secretaries</i>	559
Precedent 11F.2 – <i>Directors’ resolution appointing secretary*</i>	560
Precedent 11F.3 – <i>Form AP03</i>	561
Precedent 11F.4 – <i>Directors’ resolution recording resignation of secretary and appointing new secretary*</i>	564
Precedent 11F.5 – <i>Form TM02</i>	565
Precedent 11F.6 – <i>Signature of documents by secretary</i>	567
Precedent 11F.7 – <i>Form CH03</i>	568
Precedent 11F.8 – <i>Specimen role description for secretary*</i>	571
Chapter 12	
Execution of Documents and the Company Seal	573
Introduction	573
(1) The company seal	574
(2) Execution of documents without using a seal	575
(3) Scotland – execution without using a seal	575
(4) Procedures common to both methods of executing documents or deeds	576
(5) Dispensation with the seal	576
Precedent 12.1 – <i>Resolution of board to adopt a seal</i>	577
Precedent 12.2A – <i>Standard form of attestation of a sealing under the 1985 Table A</i>	577
Precedent 12.2B – <i>Standard form of attestation of a sealing under model articles applicable to companies formed from 5 October 2009 onwards</i>	577
Precedent 12.3 – <i>Resolution of directors in accordance with reg 101 of the 1985 Table A determining who shall countersign when a seal is used</i>	578
Precedent 12.4 – <i>Execution of a document without using a seal</i>	578
Precedent 12.5 – <i>Execution of a deed without using a seal</i>	578
Precedent 12.6 – <i>Board minute authorising sealing or execution of a document</i>	579
Precedent 12.7 – <i>Board minute appointing committee to seal or execute documents</i>	579
Precedent 12.8 – <i>Register of sealings/executions</i>	580
Precedent 12.9 – <i>Minute of board following inspection of register</i>	581
Precedent 12.10 – <i>Disapplication of Table A, regs 6 and 101 relating to use of company seal</i>	581
Precedent 12.11 – <i>Example of a company seal</i>	581
Chapter 13	
Statutory and Other Registers and Records	583
Introduction – statutory registers (Companies Act 2006)	583
Format of registers	584
Registers – responsibilities of secretary	585

Authority for register entries	585
Register of members	585
Register of members – rights to inspect and require copies (Companies Act 2006, ss 116–120)	586
Register of members – removal of entries (Companies Act 2006, s 121)	587
Register of directors (Companies Act 2006, ss 162–164)	587
Register of directors’ residential addresses (Companies Act 2006, s 165 and see also ss 240–246)	589
Register of company secretaries (ss 275–279)	589
Register of charges and copies of instruments creating a charge (Companies Act 2006, ss 876 and 891)	590
Register of debenture holders (Companies Act 2006, ss 743–748)	591
Overseas branch register (Companies Act 2006, ss 129–135)	591
Inspection of Register of Members – Companies Act 2006	591
Other registers	592
Single alternative inspection location (‘SAIL’)	592
Other records	593
Companies Act 2006 purchase of own shares/redemption of shares – record requirements	594
Registered office	594
Precedent 13.1 – <i>Form AD03</i>	596
Precedent 13.2 – <i>Form AD02</i>	598
Precedent 13.3 – <i>Form AD04</i>	600
Precedent 13.4 – <i>Form AD01</i>	602
Precedent 13.5 – <i>Form AD05</i>	604
Precedent 13.6 – <i>Directors’ resolution to change registered office address</i>	606
Precedent 13.7 – <i>Display of name at registered office</i>	607
Chapter 14	
Company Meetings	609
General meetings and class meetings	609
Introduction	610
Annual general meeting – Companies Act 2006	610
Notice of AGM	610
Business of AGM	611
General meetings – convening	611
General meetings – notices and notice periods	611
Minutes of general meetings	613
Special notice	613
Members’ power to require holding of general meeting	613
Members’ right to circulate statement to general meeting	613
General meeting by order of the court	614
Proxies	614
Corporate representatives	615

Quorum at general meetings	615
Attendance at general meetings	615
Nominated person to exercise a member's rights	616
Chairman of general meeting	616
Conduct of the meeting	616
Types of resolutions	616
Amendment of proposed resolutions	617
Voting majorities at general meetings	617
General meetings – filing obligations	618
Directions to the board by shareholders	618
Class meetings	618
Precedent 14.1 – Directors' resolution convening AGM	619
Precedent 14.2 – Notice of AGM	620
Precedent 14.3 – Consent to short notice for AGM	621
Precedent 14.4 – Specimen minutes of AGM	621
Precedent 14.5 – Directors' resolution to convene a general meeting	623
Precedent 14.6 – Form of notice of general meeting to consider particular resolution	623
Precedent 14.7 – Form of consent to the holding of a general meeting at short notice	624
Precedent 14.8 – Specimen minutes of general meeting	624
Precedent 14.9 – Special notice to propose ordinary resolution*	625
Precedent 14.10 – Members' request for company to hold a general meeting	626
Precedent 14.11 – Members' request for circulation of written statement in relation to general meeting	627
Precedent 14.12 – Proxy notice – open proxy	628
Precedent 14.13 – Proxy notice – specific proxy (instructing proxy how to vote)	629
Precedent 14.14 – Resolution of corporate member's board appointing corporate representative	630
Precedent 14.15 – Notice of appointment of corporate representative	630
Precedent 14.16 – Form of ordinary resolution for filing	631
Precedent 14.17 – Form of special resolution for filing	631
Precedent 14.18 – Special resolution giving directions to directors*	632
Precedent 14.19(1) – Notice of class meeting	632
Precedent 14.19(2) – Specimen class resolution*	633
Precedent 14.19(3) – Class resolution with proviso if company resolution also required*	633
Precedent 14.20 – Written class consent	634
Chapter 15	
Written Resolutions of Members	635
Introduction	635
Written resolutions under the Companies Act 2006 – key points	636
Written resolutions under the Companies Act 2006 – summary of procedure	636
Eligible members and circulation of the proposed resolution	636
Time limits, voting and members' agreement	637
Written resolutions, Companies Act 2006 – precedents	638
Written resolutions under Table A or other clause in the company's articles	639

Filing – written resolutions	639
Written class consents instead of a class meeting	639
Precedent 15.1 – Directors' resolution to propose members' statutory written resolution	640
Precedent 15.2 – Form of draft members' statutory written resolution	640
Precedent 15.3 – Letter sending draft written resolution to members	641
Precedent 15.4 – Record of written resolution for filing at Companies House	642
Precedent 15.5 – Written resolution pursuant to the articles	643
Chapter 16	
Electronic Communications	645
The use of electronic communications – an overview	645
Communications by means of a website	646
Best practice	647
Articles of association	647
Obtaining and recording agreement of individual shareholders to the use of electronic communications to send or supply documents or information	648
Notices sent by the company using electronic means	649
Electronic delivery of proxy forms	649
Precedent 16.1 – Sample Article regarding electronic communications and use of a website	650
Precedent 16.2 – Alternative short Article to enable use of a website	652
Precedent 16.3 – Resolution that a company may send or supply documents or information by use of a website	652
Precedent 16.4 – Extracts from the 1985 Table A, as amended by the Companies Act 1985 (Electronic Communications) Order 2000, SI 2000/3373	652
Precedent 16.5 – Letter to shareholders requesting that the company may send or supply documents or information electronically and by use of a website	655
Precedent 16.6 – Notice of publication on website	656
Chapter 17	
Striking Off	657
Introduction – dissolution of companies	657
Disposal of unwanted company – preliminary matters	658
Voluntary striking off – general	658
Voluntary striking off – prior checks, conditions to meet	658
Voluntary striking off – conditions	659
Voluntary striking off – bars to application	660
Voluntary striking off – procedure	660
Voluntary striking off – other matters	661
Restoration after striking off	661
Administrative restoration	662
Compulsory striking off	663
Bona vacantia	663
Precedent 17.1 – Special resolution to authorise board to apply for striking off	665

Precedent 17.2 – Directors’ resolutions – decision to apply for voluntary striking off 665

Precedent 17.3 – Form DS01 666

Precedent 17.4 – Form DS02 668

Precedent 17.5 – Form RT01 670

Chapter 18

Correction of Incorrect Data at Companies House 673

Introduction 673

Proper delivery 673

Unnecessary material 674

Second filing to correct inaccuracies 675

Informal correction 676

Replacing a document 677

Rectification of the Register 677

Inconsistency on the Register 678

Precedent 18.1 – Form RP04 (with form AP01 as an example) 679

Precedent 18.2 – Form RP01 685

Precedent 18.3 – Form RP02A 688

Precedent 18.4 – Form RP02B 693

Precedent 18.5 – Form RP03 697

APPENDICES 701

Appendix 1

Model Articles Prescribed from 1 October 2009 703

Appendix 2

Articles of Association for a Private Company Limited by Shares 765

Appendix 3

Companies Act 1985 Table A – 1985–2000 Version 799

Appendix 4

Interim Table A Private Company Limited by Shares 817

Appendix 5

Versions of Table A and their Effective Dates 835

Appendix 6

Useful contacts 837

Appendix 7

Companies House Webfiling – Forms available 839

Index 841