

SCHEDULE 1

ARTICLES OF ASSOCIATION OF AN RTM COMPANY
THE COMPANIES ACT 2006
ARTICLES OF ASSOCIATION OF [NAME] RTM COMPANY LIMITED
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

PART 2

DIRECTORS

APPOINTMENT OF DIRECTORS

Methods of appointing directors

22.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Commencement Information

II Sch. 1 art. 22 in force at 30.11.2011, see [reg. 1\(2\)](#)

Termination of director’s appointment

23. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Acts or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person’s creditors generally in satisfaction of that person’s debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

^{F1}(e)

- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Textual Amendments

F1 Sch. 1 art. 23(e) omitted (28.4.2013) by virtue of [Mental Health \(Discrimination\) Act 2013 \(c. 8\)](#), **ss. 3(3)(a), 4(1)**

Changes to legislation: There are currently no known outstanding effects for the The RTM Companies (Model Articles) (Wales) Regulations 2011, APPOINTMENT OF DIRECTORS. (See end of Document for details)

Commencement Information

I2 Sch. 1 art. 23 in force at 30.11.2011, see [reg. 1\(2\)](#)

Directors' remuneration

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

Commencement Information

I3 Sch. 1 art. 24 in force at 30.11.2011, see [reg. 1\(2\)](#)

Directors' expenses

25. The company may pay any reasonable expenses which the directors properly incur 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 debentures of the company,

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

Commencement Information

I4 Sch. 1 art. 25 in force at 30.11.2011, see [reg. 1\(2\)](#)

Changes to legislation:

There are currently no known outstanding effects for the The RTM Companies (Model Articles) (Wales) Regulations 2011, APPOINTMENT OF DIRECTORS.