

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 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

39.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of those Acts to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Commencement Information

I1 Sch. 1 art. 39 in force at 30.11.2011, see [reg. 1\(2\)](#)

Company seals

40.—(1) Any common seal may only be used by the authority of the directors.

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

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

- (a) any director of the company;
- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

Commencement Information

I2 Sch. 1 art. 40 in force at 30.11.2011, see [reg. 1\(2\)](#)

Inspection and copying of accounts and other records

41. In addition to, and without derogation from, any right conferred by statute, any member has the right, on reasonable notice, at such time and place as is convenient to the company, to inspect, and to be provided with a copy of, any book, minute, document or accounting record of the company, upon payment of any reasonable charge for copying. Such rights are subject to—

- (a) any resolution of the company in general meeting;
- (b) in the case of any book, minute, document or accounting record which the directors reasonably consider contains confidential material, the disclosure of which would be contrary to the interests of the company, to the exclusion or excision of such confidential material (the fact of such exclusion or excision being disclosed to the member); and
- (c) any other reasonable conditions that the directors may impose.

Commencement Information

I3 Sch. 1 art. 41 in force at 30.11.2011, see [reg. 1\(2\)](#)

Provision for employees on cessation of business

42. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Commencement Information

I4 Sch. 1 art. 42 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, PART 5.