

UK-CPmin17

Remove director: set of documents

The following documents are enclosed:

1. Minutes of meeting of the directors
2. Notice of EGM
3. Minutes of EGM
4. Proxy voting form

Guidance notes:

General notes:

1. References to the “Act” are to the Companies Act 2006 and a reference to a section is a
2. The directors themselves do not usually have the power to remove other directors from office (although they may dismiss directors as employees). However, if the articles allow, a director may be removed from the directors by the fellow directors by a notice given to him by them all or by the directors’ resolution. If the articles empower the directors to call on a director to resign and cease

The reasons for removal of a director vary, but :

- disqualification under the law
- bankruptcy
- mental disorder under Mental Health Act 1983
- breach of his service contract
- resignation from office
- absence from meeting of directors for a consecutive period

Procedure of follow:

1. A meeting of directors is to be convened to recommend the removal of director by passing the required resolution with special notice in an Extraordinary General Meeting (EGM).
2. Special notice must be given of the resolution to remove a director. The resolution is not effective unless notice of the intention to move it has been given to the company at least 28 days before the meeting at which

3. The resolution must be put to the members (another word for shareholders) as an ordinary resolution. An ordinary resolution will be passed, 50 %

A shareholder must be present in person or have completed a form of proxy for some other person to vote his shares for him. The proxy may be a director, his brother or

Votes are counted by number of shares,

4. A notice of EGM must be sent to all members, all the directors (including the concerned director who is to be removed) and auditor (if any) of the

169 (2)

5. Where the concerned director timely gives a written representation to the company with a request of its notification to members of

- in any notice of the resolution given to members of the
- send a copy of the representations to every member of the company to whom notice of

6. If a copy of the representations is not sent as required above because received too late or because of the company's default, the

7. The company must send to the registrar a completed form TM01 within fourteen days of the date of vacation of office. You can download TM01 form from:

http://www.companieshouse.gov.uk/forms/generalForms/TM01_termination_of_appointment_of_director.pdf.

The date of ceasing to be a director

Notes related to documents enclosed:

1. Minutes of meeting

Section 248 of the Act requires a company to record minutes of all meetings

To be valid, minutes should be presented to the next

2. Notice of EGM

If proper notice has not been given and yet the meeting proceeds, the

313

Section 307 of the Act contains requirement for minimum notice period.

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The Act also provides for publication of notice

End of notes

[Your company name] Ltd

Registered number: [number]

Minutes of meeting of the directors

Address: [Address of registered office]

Minutes of a meeting of the directors held:

at [venue]

on [date] at [time] [/]

Present:

[Director 1] (Chairman)

[Director2]

[Director 3]

- 1 The Chairman announced that consent to the meeting being held at short notice had been .
- 2 The Chairman announced that a quorum was present.
- 3 The Chairman proposed that the following resolution be put to :
:

Ordinary resolution

[Mr/Mrs] [name of director] is removed from office of director of
[].

- 4 The directors approved the proposal and the Company secretary was authorised to take steps .
- 5 There being no further business the meeting concluded.

Signed:

(Chairman)

[Your company name] Ltd

Registered number: [number]

Notice of EGM

[Company name] Ltd

Registration Number: [Number]

Address: [Address of registered office]

Special notice is hereby

:

at [venue]

on [date] [] [/]

for the purpose of considering,

[Mr/Mrs] [name of]

[].

None of the

by order of the directors

Signature:

(Secretary)

Dated:

From the registered office

[Your company name] Ltd

Registered number: [number]

Minutes of EGM

Address: [Address of registered office]

Minutes of a meeting of EGM held:

at [venue]

[] [] [/] .

Present:

In person:

[Names of Shareholders]

Through Proxy

[Names of Shareholders]

1

2 The Chairman announced that a quorum was present.

3

:

Ordinary resolution

[/] [] [] .

4

5

6

Signed

(Chairman)

[Your company name] Ltd

Registered number: [number]

Proxy voting form

[Company name] Ltd

[], []
, [], [/] []
, [/]
, [], .

Dated:

Signed: