

Corporate Legal Services

Updating your company's constitution

Private commercial company limited by shares

Updating your company's constitution

With its "Think small first" approach, the Companies Act 2006 brings significant changes to the governance and proceedings of private limited companies. A company incorporated before 1 October 2009 may find that its existing memorandum and articles of association inhibit the use of new statutory powers or contain provisions that have been overridden by the new Act, resulting in uncertainty for directors and shareholders and increasing the risk of ineffective decisions or breach of new legal requirements.

Jordans' services

We have a range of services to help companies update their constitutions in accordance with the Companies Act 2006.

Company Healthcheck **£140 + VAT**

The Company Healthcheck comprises a detailed review of the current constitution with recommendations for updating. We will:

- Obtain the existing memorandum and articles of association from the company's public file (including any amendments made since incorporation that have been filed at Companies House)
- Carry out a comprehensive review of the memorandum and articles and provide a written report of findings with recommendations for updating.

Adopt Jordans Articles **from £150 + VAT**

Jordans' new articles of association are drafted by leading counsel and combine the advantages of the new model articles with a range of additional powers to provide an easy-to-follow, flexible constitution that will suit the needs of most businesses. The features of the new articles include:

- Unrestricted objects
- Unrestricted authority for the directors to allot new shares
- Power to allot shares as nil, partly or fully paid
- Existing shareholders have a right of first refusal on any allotment of new shares
- Power for directors to appoint alternates
- Directors' power to refuse to register any proposed transfer of shares
- Full powers to give notices and hold meetings by means of electronic communication
- Clarification of directors' and shareholders' rights in relation to meetings and resolutions
- General power to approve directors' conflicts of interest by board resolution

Adopt Jordans Articles (contd)

For companies that simply wish to replace their existing constitution with Jordans' new articles, our service includes:

- New articles of association (one unbound copy) with explanatory notes
- All necessary minutes and/or resolutions with guidance notes on procedures and consequential matters
- Checking and filing of documents at Companies House
- Optional articles are available for an additional fee (see attached order form for details)

Discounts are available for on-line orders. For further details, contact us on 0117 918 1497 or email corporatelegalservices@jordans.co.uk

Bespoke Updating Service £ P.O.A.

For companies that wish to adopt new articles tailored to their special requirements, our service includes:

- Obtaining the current constitution and all relevant company information from the public file
- Providing new articles of association specially drafted to meet the company's individual requirements with explanatory notes
- Providing all necessary minutes and/or resolutions with guidance notes on procedures and consequential matters
- Checking and filing of documents at Companies House

Please complete the relevant section of the attached order to enable us to provide an estimate of fees.

How to order

Complete the attached order form and return it to us:

By email to: corporatelegalservices@jordans.co.uk

By fax to: 0117 923 0063

By post to: Jordans Limited, 21 St Thomas Street,
Bristol BS1 6JS

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Order Form

Please refer to our information sheet for further details on these services.
Please complete in **BLOCK CAPITALS**

1. Service required:

Please select the service that you require:

Company Healthcheck - £140.00 plus VAT

Please complete sections 2 and 4 to 7 below and return the order form to us.

Adopt Jordans Articles - from £150.00 plus VAT*

** Additional fees apply for optional articles as indicated below.*

Please complete all sections below and return the order form to us.

Bespoke Updating Service - £ P.O.A.

Please complete sections 2 and 4 to 7 below and return the order form to us together with an outline of the specific changes (if any) that you wish to make to the existing constitution (in addition to general updating) to enable us to provide an estimate of fees.

2. Company's details:

Company Name: _____

Company Number: _____

3. Adopt Jordans' Articles

Please complete the following sections if ordering the Adopt Jordans' Articles service:

(a) Members' resolutions

Resolutions to adopt new articles of association and related changes may only be passed by the members. Please indicate below whether you would like:

- Documents for the holding of a general meeting; or
- Members' written resolutions

(b) Optional share transfer articles - Additional fee £15 + VAT

The new articles will provide that the directors may refuse to register any transfer of shares, whether or not the shares are fully paid, unless you select **one** of the following options:

- Unrestricted transfers to family members; all other transfers at directors' discretion; or
- Pre-emption rights (i.e. shares are offered to the other shareholders pro rata to their current shareholdings); or
- Unrestricted transfers to family members; all other transfers subject to pre-emption rights.

(c) Other optional articles - Additional fee £15 + VAT per article

You may select **any one or more** of the following optional articles to suit the needs of your company:

- Subsidiary company articles** – give an immediate holding company additional powers to appoint and remove directors and to veto allotments and transfers of shares and deal with directors' conflicts arising from interests in other group companies
- Directors' control over allotment of shares** – gives the directors freedom to allot new shares to whoever they think fit (i.e. existing shareholders have no right of first refusal on allotment of new shares)
- Chairman's casting vote** - gives a chairman who is also a shareholder a casting vote in the event of an equality of votes on any resolution at a general meeting
- Enhanced voting rights** – gives a director who is also a shareholder additional votes per share if voting against a resolution to remove him as a director or to delete that right
- Exclusion of the board's power to authorise conflicts of interest** – maintains the legal position before 1 October 2008 (i.e. that a director's conflict of interest may only be authorised by resolution of the members)
- Associate directors** – enables the company to appoint associate directors who are given additional authority to that of an employee but who are not members of the board of directors, often used where the appointee is in contact with customers

4. Bound prints of the new articles

For an additional fee we can provide printed copies of the new articles of association bound in clearview covers.

- **6 bound copies** of the new articles of association - **£50.00 plus VAT**
- Additional bound copies - **£5.00 plus VAT each**

Please state number of additional copies required (if any): _____

5. Your details

Please give your contact details for correspondence and billing purposes:

Name: _____

Organisation name: _____

Address: _____

Town: _____

Country: _____ Postcode: _____

Telephone: _____ Fax: _____

Email: _____

6. Payment details

- Please charge to my Jordans' **account** number: _____
- I enclose a **cheque** made payable to Jordans Limited
- Please debit my **debit or credit card**.
- Card number: _____
- Name on card: _____ Issue No. (if any): _____
- Card security code: _____ Valid from: _____ Expiry: _____
- Payment is being transferred to **Jordans Limited** account, Barclays Bank Plc, Queens Road Branch, Bristol, Sort code **20-13-34**, Account number **80536296** Swift code **BARC GB 22**, IBAN code **GB20 BARC 2013 3480 5362 96**

7. Data protection

Your details are held for Jordans Limited, Jordans International Limited, Jordans (Scotland) Limited – trading as Oswalds – and Jordan Publishing Limited's use only (which include our offices in major offshore locations).

Apart from any use made in connection with our acting on your behalf – including credit control reasons – we would only use your details to send you occasional materials on our products, services and events that we think may be of interest to you. **None** of your details will be passed to third parties for any marketing purpose.

For further information on how your data may be used, please contact our Data Protection Officer: Tel: +44 117 918 1431 email dataprotection@jordans.co.uk.

You may 'opt-out' of receiving promotional mailings or 'opt-in' to promotional emails by selecting the appropriate boxes below.

If you **do not** wish to receive mail from our UK office, tick here:

If you **do not** wish to receive mail from our overseas offices, tick here:

If you **do** wish to receive emails from our UK office, tick here:

If you **do** wish to receive email from our overseas offices, tick here:

8. Feedback

We are always interested in understanding more about our clients and would appreciate it if you would provide the following information on how you heard about and why you chose Jordans (please tick all that apply):

How		Why	
Advert	<input type="checkbox"/>	Jordans' reputation	<input type="checkbox"/>
Exhibition	<input type="checkbox"/>	Location	<input type="checkbox"/>
Leaflet/Jordans' Focus	<input type="checkbox"/>	Price	<input type="checkbox"/>
Press article	<input type="checkbox"/>	Range of services	<input type="checkbox"/>
Referral – solicitor	<input type="checkbox"/>	Quality	<input type="checkbox"/>
Referral – accountant	<input type="checkbox"/>	Used Jordans' corporate services before	<input type="checkbox"/>
Referral - other	<input type="checkbox"/>	Used Jordans' other services before	<input type="checkbox"/>
Search Engine	<input type="checkbox"/>		
Seminar	<input type="checkbox"/>		
Other website	<input type="checkbox"/>		
Other please specify _____		Other please specify _____	

9. Terms and Conditions

These services are provided on Jordans' standard terms and conditions of business, a copy of which can be supplied on request or viewed on our website at <http://www.jordans.co.uk/statutoryinformation/terms.html>

Please complete and return this order form to:
Corporate Legal Services
Jordans Limited, 21 St Thomas Street, Bristol BS1 6JS
email: corporatelegalservices@jordans.co.uk
tel: 0117 918 1497
fax: 0117 923 0063