

Appointment of director

144. (1) Any purported appointment of a director without that director's consent shall be void.

(2) Subject to subsection (1), the first directors of a company shall be those persons determined in writing by the subscribers of the constitution or a majority of them.

(3) Save to the extent that the company's constitution provides otherwise and subject to subsection (5) in the case of a single-member company—

(a) subsequent directors of a company may be appointed by the members in general meeting, provided that no person other than a director retiring at the meeting shall, save where recommended by the directors, be eligible for election to the office of director at any general meeting unless the requirements of subsection (4) as to his or her eligibility for that purpose have been complied with;

(b) the directors of the company may from time to time appoint any person to be a director of the company, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors of the company shall not at any time exceed the number, if any, provided for in its constitution;

(c) any director appointed as mentioned in paragraph (b) shall hold office only until the next following annual general meeting, and shall then be eligible for re-election;

(d) the company may from time to time, by ordinary resolution, increase or reduce the number of directors;

(e) the company may, by ordinary resolution, appoint another person in place of a director removed from office under section 146 and, without prejudice to the powers of the directors under subsection (3)(b), the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

(4) The following are the requirements mentioned in subsection (3)(a) for the eligibility of a person (the "person concerned") for election as a director at a general meeting, namely, not less than 3 nor more than 21 days before the day appointed for the meeting there shall have been left at the company's registered office—

(a) notice in writing signed by a member of the company duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose the person concerned for such election; and

(b) notice in writing signed by the person concerned of his or her willingness to be so elected.

(5) Subject to subsection (1), in the case of a single-member company, the sole member may appoint a

person to be a director of the company by serving a notice in writing on the company which states that the named person is appointed director and this applies notwithstanding anything in subsection (3) (save for the requirement of it that any limit for the time being on the number of the directors is to be observed) or subsection (4).