

*These notes refer to the Companies Act 2006 (c.46)
which received Royal Assent on 8 November 2006*

COMPANIES ACT 2006

EXPLANATORY NOTES

EXISTING LAW

Supplementary

Section 298: Sending documents relating to written resolutions by electronic means

541. This clause needs to be read together with the provisions about electronic communications to companies in Part 3 (communications in electronic form) of Schedule 4. Taken together, these provisions allow a member to communicate with the company by electronic means where the company has given an electronic address in a document containing or accompanying a proposed written resolution.

Section 299: Publication of written resolution on website

542. This section should be read in conjunction with the provisions about communications by means of a website by a company other than a traded company in Part 4 (communications by means of a website) of Schedule 5 (communications by a company). This clause, together with those provisions, allow a company, provided certain conditions are met, to publish a written resolution on a website rather than send it to a member individually.

Section 300: Relationship between this Chapter and provisions of company's articles

543. This section ensures that the company's articles cannot remove the ability of a private company and its members to propose and pass a statutory resolution using the statutory written resolutions procedures of this Chapter.

Chapter 3: Resolutions at Meetings

544. This Chapter replaces sections 368 to 377, 379 and 381 of the 1985 Act and makes provision about resolutions passed in general meeting. The provisions apply equally to private and public companies. The new provisions reflect the fact that private companies will no longer have to hold AGMs. For example, the provisions about circulation of statements in sections 376 and 377 of the 1985 Act have been separated from the provisions on circulation of resolutions prior to an AGM – which are in Chapter 4. The Act repeals section 367 of the 1985 Act which gives the Secretary of State a power to call a meeting where there is no AGM.