



Companies Act 2006

2006 CHAPTER 46

PART 13

RESOLUTIONS AND MEETINGS

CHAPTER 3

RESOLUTIONS AT MEETINGS

Notice of meetings

307 Notice required of general meeting

[^{F1}(A1) This section applies to—

- (a) a general meeting of a company that is not a traded company; and
- (b) a general meeting of a traded company that is an opted-in company (as defined by section 971(1)), where—
 - (i) the meeting is held to decide whether to take any action that might result in the frustration of a takeover bid for the company; or
 - (ii) the meeting is held by virtue of section 969 (power of offeror to require general meeting to be held).

(A2) For corresponding provision(s) in relation to general meetings of traded companies (other than meetings within subsection (A1)(b)), see section 307A.]

- (1) A general meeting of a private company (other than an adjourned meeting) must be called by notice of at least 14 days.
- (2) A general meeting of a public company (other than an adjourned meeting) must be called by notice of—
 - (a) in the case of an annual general meeting, at least 21 days, and
 - (b) in any other case, at least 14 days.

Changes to legislation: Companies Act 2006, Cross Heading: Notice of meetings is up to date with all changes known to be in force on or before 07 July 2018. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

- (3) The company's articles may require a longer period of notice than that specified in subsection (1) or (2).
- (4) A general meeting may be called by shorter notice than that otherwise required if shorter notice is agreed by the members.
- (5) The shorter notice must be agreed to by a majority in number of the members having a right to attend and vote at the meeting, being a majority who—
 - (a) together hold not less than the requisite percentage in nominal value of the shares giving a right to attend and vote at the meeting (excluding any shares in the company held as treasury shares), or
 - (b) in the case of a company not having a share capital, together represent not less than the requisite percentage of the total voting rights at that meeting of all the members.
- (6) The requisite percentage is—
 - (a) in the case of a private company, 90% or such higher percentage (not exceeding 95%) as may be specified in the company's articles;
 - (b) in the case of a public company, 95%.
- (7) Subsections (5) and (6) do not apply to an annual general meeting of a public company (see instead section 337(2)).

Annotations:

Amendments (Textual)

- F1** S. 307(A1)(A2) inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 9(1)** (with application as stated in [reg. 1\(2\)](#))

Commencement Information

- II** S. 307 wholly in force at 1.10.2007; s. 307 not in force at Royal Assent see s. 1300; s. 307 in force at 1.10.2007 by [S.I. 2007/2194](#), **art. 2(1)(f)** (with saving in [art. 12](#) and subject to transitional adaptations specified in [Sch. 1](#) and with transitional provisions and savings in [Sch. 3](#))

[^{F2}307A Notice required of general meeting: certain meetings of traded companies

- (1) A general meeting of a traded company must be called by notice of—
 - (a) in a case where conditions A to C (set out below) are met, at least 14 days;
 - (b) in any other case, at least 21 days.
- (2) Condition A is that the general meeting is not an annual general meeting.
- (3) Condition B is that the company offers the facility for members to vote by electronic means accessible to all members who hold shares that carry rights to vote at general meetings. This condition is met if there is a facility, offered by the company and accessible to all such members, to appoint a proxy by means of a website.
- (4) Condition C is that a special resolution reducing the period of notice to not less than 14 days has been passed—
 - (a) at the immediately preceding annual general meeting, or
 - (b) at a general meeting held since that annual general meeting.

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- (5) In the case of a company which has not yet held an annual general meeting, condition C is that a special resolution reducing the period of notice to not less than 14 days has been passed at a general meeting.
- (6) The company's articles may require a longer period of notice than that specified in subsection (1).
- (7) Where a general meeting is adjourned, the adjourned meeting may be called by shorter notice than required by subsection (1). But in the case of an adjournment for lack of a quorum this subsection applies only if—
 - (a) no business is to be dealt with at the adjourned meeting the general nature of which was not stated in the notice of the original meeting, and
 - (b) the adjourned meeting is to be held at least 10 days after the original meeting.
- (8) Nothing in this section applies in relation to a general meeting of a kind mentioned in section 307(A1)(b) (certain meetings regarding takeover of opted-in company).]

Annotations:

Amendments (Textual)

- F2** S. 307A inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [regs. 9\(2\), 23](#) (with application as stated in [reg. 1\(2\)](#))

308 Manner in which notice to be given

Notice of a general meeting of a company must be given—

- (a) in hard copy form,
 - (b) in electronic form, or
 - (c) by means of a website (see section 309),
- or partly by one such means and partly by another.

Annotations:

Commencement Information

- I2** S. 308 wholly in force at 20.1.2007, see s. 1300 and [S.I. 2006/3428](#), [art. 3\(1\)\(a\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#))

309 Publication of notice of meeting on website

- (1) Notice of a meeting is not validly given by a company by means of a website unless it is given in accordance with this section.
- (2) When the company notifies a member of the presence of the notice on the website the notification must—
 - (a) state that it concerns a notice of a company meeting,
 - (b) specify the place, date and time of the meeting, and
 - (c) in the case of a public company, state whether the meeting will be an annual general meeting.

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- (3) The notice must be available on the website throughout the period beginning with the date of that notification and ending with the conclusion of the meeting.

Annotations:

Commencement Information

- I3** S. 309 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, **art. 3(1)(a)** (subject to **art. 5, Sch. 1** and with **arts. 6, 8, Sch. 5**)

310 Persons entitled to receive notice of meetings

- (1) Notice of a general meeting of a company must be sent to—
- (a) every member of the company, and
 - (b) every director.
- (2) In subsection (1), the reference to members includes any person who is entitled to a share in consequence of the death or bankruptcy of a member, if the company has been notified of their entitlement.
- (3) In subsection (2), the reference to the bankruptcy of a member includes—
- (a) the sequestration of the estate of a member;
 - (b) a member's estate being the subject of a protected trust deed (within the meaning of the Bankruptcy (Scotland) Act [^{F3}2016]).
- (4) This section has effect subject to—
- (a) any enactment, and
 - (b) any provision of the company's articles.

Annotations:

Amendments (Textual)

- F3** Word in s. 310(3)(b) substituted (30.11.2016) by **The Bankruptcy (Scotland) Act 2016 (Consequential Provisions and Modifications) Order 2016 (S.I. 2016/1034), art. 1, Sch. 1 para. 29(5)**

Commencement Information

- I4** S. 310 wholly in force at 1.10.2007; s. 310 not in force at Royal Assent see s. 1300; s. 310 in force at 1.10.2007 by S.I. 2007/2194, **art. 2(1)(f)** (with saving in **art. 12** and subject to transitional adaptations specified in **Sch. 1** and with transitional provisions and savings in **Sch. 3**)

311 Contents of notices of meetings

- (1) Notice of a general meeting of a company must state—
- (a) the time and date of the meeting, and
 - (b) the place of the meeting.
- (2) Notice of a general meeting of a company must state the general nature of the business to be dealt with at the meeting.

[^{F4}In relation to a company other than a traded company, this subsection has effect subject to any provision of the company's articles.]

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- [^{F5}(3) Notice of a general meeting of a traded company must also include—
- (a) a statement giving the address of the website on which the information required by section 311A (traded companies: publication of information in advance of general meeting) is published;
 - (b) a statement—
 - (i) that the right to vote at the meeting is determined by reference to the register of members [^{F6}(or, if an election under section 128B is in force in respect of the company, by reference to the register kept by the registrar under section 1080)], and
 - (ii) of the time when that right will be determined in accordance with section 360B(2) (traded companies: share dealings before general meetings);
 - (c) a statement of the procedures with which members must comply in order to be able to attend and vote at the meeting (including the date by which they must comply);
 - (d) a statement giving details of any forms to be used for the appointment of a proxy;
 - (e) where the company offers the facility for members to vote in advance (see section 322A) or by electronic means (see section 360A), a statement of the procedure for doing so (including the date by which it must be done, and details of any forms to be used); and
 - (f) a statement of the right of members to ask questions in accordance with section 319A (traded companies: questions at meetings).]

Annotations:

Amendments (Textual)

- F4** Words in s. 311(2) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 10\(2\)](#) (with application as stated in [reg. 1\(2\)](#))
- F5** S. 311(3) inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 10\(3\)](#) (with application as stated in [reg. 1\(2\)](#))
- F6** Words in s. 311(3)(b)(i) inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), [Sch. 5 para. 17](#); S.I. 2016/321, [reg. 6\(c\)](#)

Commencement Information

- I5** S. 311 wholly in force at 1.10.2007; s. 311 not in force at Royal Assent see s. 1300; s. 311 in force at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(1\)\(f\)](#) (with saving in [art. 12](#) and subject to transitional adaptations specified in [Sch. 1](#) and with transitional provisions and savings in [Sch. 3](#))

[^{F7}**311A Traded companies: publication of information in advance of general meeting**

- (1) A traded company must ensure that the following information relating to a general meeting of the company is made available on a website—
- (a) the matters set out in the notice of the meeting;
 - (b) the total numbers of—
 - (i) shares in the company, and
 - (ii) shares of each class,in respect of which members are entitled to exercise voting rights at the meeting;

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- (c) the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class;
 - (d) members' statements, members' resolutions and members' matters of business received by the company after the first date on which notice of the meeting is given.
- (2) The information must be made available on a website that—
- (a) is maintained by or on behalf of the company, and
 - (b) identifies the company.
- (3) Access to the information on the website, and the ability to obtain a hard copy of the information from the website, must not be conditional on payment of a fee or otherwise restricted.
- (4) The information—
- (a) must be made available—
 - (i) in the case of information required by subsection (1)(a) to (c), on or before the first date on which notice of the meeting is given, and
 - (ii) in the case of information required by subsection (1)(d), as soon as reasonably practicable, and
 - (b) must be kept available throughout the period of two years beginning with the date on which it is first made available on a website in accordance with this section.
- (5) A failure to make information available throughout the period specified in subsection (4)(b) is disregarded if—
- (a) the information is made available on the website for part of that period, and
 - (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.
- (6) The amounts mentioned in subsection (1)(b) and (c) must be ascertained at the latest practicable time before the first date on which notice of the meeting is given.
- (7) Failure to comply with this section does not affect the validity of the meeting or of anything done at the meeting.
- (8) If this section is not complied with as respects any meeting, an offence is committed by every officer of the company who is in default.
- (9) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.]

Annotations:

Amendments (Textual)

F7 S. 311A inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 11** (with application as stated in [reg. 1\(2\)](#))

312 Resolution requiring special notice

- (1) Where by any provision of the Companies Acts special notice is required of a resolution, 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 it is moved.

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- (2) The company must, where practicable, give its members notice of any such resolution in the same manner and at the same time as it gives notice of the meeting.
- (3) Where that is not practicable, the company must give its members notice at least 14 days before the meeting—
 - (a) by advertisement in a newspaper having an appropriate circulation, or
 - (b) in any other manner allowed by the company's articles.
- (4) If, after notice of the intention to move such a resolution has been given to the company, a meeting is called for a date 28 days or less after the notice has been given, the notice is deemed to have been properly given, though not given within the time required.

Annotations:

Commencement Information

- I6** S. 312 wholly in force at 1.10.2007; s. 312 not in force at Royal Assent see s. 1300; s. 312 in force at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(1\)\(f\)](#) (with saving in [art. 12](#) and subject to transitional adaptations specified in [Sch. 1](#))

313 Accidental failure to give notice of resolution or meeting

- (1) Where a company gives notice of—
 - (a) a general meeting, or
 - (b) a resolution intended to be moved at a general meeting,any accidental failure to give notice to one or more persons shall be disregarded for the purpose of determining whether notice of the meeting or resolution (as the case may be) is duly given.
- (2) Except in relation to notice given under—
 - (a) section 304 (notice of meetings required by members),
 - (b) section 305 (notice of meetings called by members), or
 - (c) section 339 (notice of resolutions at AGMs proposed by members),subsection (1) has effect subject to any provision of the company's articles.

Annotations:

Commencement Information

- I7** S. 313 wholly in force at 1.10.2007; s. 313 not in force at Royal Assent see s. 1300; s. 313 in force at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(1\)\(f\)](#) (with saving in [art. 12](#) and subject to transitional adaptations specified in [Sch. 1](#))

Changes to legislation:

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)