



Companies Act 2006

2006 CHAPTER 46

PART 13

RESOLUTIONS AND MEETINGS

CHAPTER 3

RESOLUTIONS AT MEETINGS

Proxies

324 Rights to appoint proxies

- (1) A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company.
- (2) In the case of a company having a share capital, a member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him, or (as the case may be) to a different £10, or multiple of £10, of stock held by him.

Commencement Information

- II** S. 324 wholly in force at 1.10.2007; s. 324 not in force at Royal Assent see s. 1300; s. 324 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](#))

[^{F1}324A Obligation of proxy to vote in accordance with instructions

A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.]

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Textual Amendments

- F1** S. 324A inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 7](#) (with application as stated in [reg. 1\(2\)](#))

325 Notice of meeting to contain statement of rights

- (1) In every notice calling a meeting of a company there must appear, with reasonable prominence, a statement informing the member of—
 - (a) his rights under section 324, and
 - (b) any more extensive rights conferred by the company's articles to appoint more than one proxy.
- (2) Failure to comply with this section does not affect the validity of the meeting or of anything done at the meeting.
- (3) 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.
- (4) 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.

Commencement Information

- I2** S. 325 wholly in force at 1.10.2007; s. 325 not in force at Royal Assent see s. 1300; s. 325 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](#))

326 Company-sponsored invitations to appoint proxies

- (1) If for the purposes of a meeting there are issued at the company's expense invitations to members to appoint as proxy a specified person or a number of specified persons, the invitations must be issued to all members entitled to vote at the meeting.
- (2) Subsection (1) is not contravened if—
 - (a) there is issued to a member at his request a form of appointment naming the proxy or a list of persons willing to act as proxy, and
 - (b) the form or list is available on request to all members entitled to vote at the meeting.
- (3) If subsection (1) is contravened as respects a meeting, an offence is committed by every officer of the company who is in default.
- (4) 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.

Commencement Information

- I3** S. 326 wholly in force at 1.10.2007; s. 326 not in force at Royal Assent see s. 1300; s. 326 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](#))

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327 Notice required of appointment of proxy etc

[^{F2}(A1) In the case of a traded company —

- (a) the appointment of a person as proxy for a member must be notified to the company in writing;
- (b) where such an appointment is made, the company may require reasonable evidence of—
 - (i) the identity of the member and of the proxy,
 - (ii) the member's instructions (if any) as to how the proxy is to vote, and
 - (iii) where the proxy is appointed by a person acting on behalf of the member, authority of that person to make the appointment;but may not require to be provided with anything else relating to the appointment.]

(1) [^{F3}The following provisions apply in the case of traded companies and other companies as regards]—

- (a) the appointment of a proxy, and
- (b) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy.

(2) Any provision of the company's articles is void in so far as it would have the effect of requiring any such appointment or document to be received by the company or another person earlier than the following time—

- (a) in the case of a meeting or adjourned meeting, 48 hours before the time for holding the meeting or adjourned meeting;
- (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll;

^{F4}(c)

(3) In calculating the periods mentioned in subsection (2) no account shall be taken of any part of a day that is not a working day.

Textual Amendments

- F2** S. 327(A1) inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 13\(1\)](#) (with application as stated in [reg. 1\(2\)](#))
- F3** Words in s. 327(1) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 13\(2\)](#) (with application as stated in [reg. 1\(2\)](#))
- F4** S. 327(2)(c) omitted (26.5.2015) by virtue of [Deregulation Act 2015 \(c. 20\)](#), s. 115(3)(n), [Sch. 6 para. 29](#)

Commencement Information

- I4** S. 327 partly in force; s. 327 not in force at Royal Assent see s. 1300; s. 327(1)(2)(a)(b)(3) 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](#))

328 Chairing meetings

(1) A proxy may be elected to be the chairman of a general meeting by a resolution of the company passed at the meeting.

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- (2) Subsection (1) is subject to any provision of the company's articles that states who may or who may not be chairman.

Commencement Information

- I5** S. 328 wholly in force at 1.10.2007; s. 328 not in force at Royal Assent see s. 1300; s. 328 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](#))

329 Right of proxy to demand a poll

- (1) The appointment of a proxy to vote on a matter at a meeting of a company authorises the proxy to demand, or join in demanding, a poll on that matter.
- (2) In applying the provisions of section 321(2) (requirements for effective demand), a demand by a proxy counts—
- (a) for the purposes of paragraph (a), as a demand by the member;
 - (b) for the purposes of paragraph (b), as a demand by a member representing the voting rights that the proxy is authorised to exercise;
 - (c) for the purposes of paragraph (c), as a demand by a member holding the shares to which those rights are attached.

Commencement Information

- I6** S. 329 wholly in force at 1.10.2007; s. 329 not in force at Royal Assent see s. 1300; s. 329 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](#))

330 Notice required of termination of proxy's authority

[^{F5}(A1) In the case of a traded company the termination of the authority of a person to act as proxy must be notified to the company in writing.]

- (1) [^{F6}The following provisions apply in the case of traded companies and other companies as regards] notice that the authority of a person to act as proxy is terminated (“notice of termination”).
- (2) The termination of the authority of a person to act as proxy does not affect—
- (a) whether he counts in deciding whether there is a quorum at a meeting,
 - (b) the validity of anything he does as chairman of a meeting, or
 - (c) the validity of a poll demanded by him at a meeting,
- unless the company receives notice of the termination before the commencement of the meeting.
- (3) The termination of the authority of a person to act as proxy does not affect the validity of a vote given by that person unless the company receives notice of the termination—
- (a) before the commencement of the meeting or adjourned meeting at which the vote is given, or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, before the time appointed for taking the poll.

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- (4) If the company's articles require or permit members to give notice of termination to a person other than the company, the references above to the company receiving notice have effect as if they were or (as the case may be) included a reference to that person.
- (5) Subsections (2) and (3) have effect subject to any provision of the company's articles which has the effect of requiring notice of termination to be received by the company or another person at a time earlier than that specified in those subsections.
- This is subject to subsection (6).
- (6) Any provision of the company's articles is void in so far as it would have the effect of requiring notice of termination to be received by the company or another person earlier than the following time—
- (a) in the case of a meeting or adjourned meeting, 48 hours before the time for holding the meeting or adjourned meeting;
 - (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll;
 - ^{F7}(c)
- (7) In calculating the periods mentioned in subsections (3)(b) and (6) no account shall be taken of any part of a day that is not a working day.

Textual Amendments

- F5** S. 330(A1) inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 13(3)(a)** (with application as stated in [reg. 1\(2\)](#))
- F6** Words in s. 330(1) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 13(3)(b)** (with application as stated in [reg. 1\(2\)](#))
- F7** S. 330(6)(c) omitted (26.5.2015) by virtue of [Deregulation Act 2015 \(c. 20\)](#), s. 115(3)(n), **Sch. 6 para. 30**

Commencement Information

- I7** S. 330 partly in force; s. 330 not in force at Royal Assent see s. 1300; s. 330(1)-(5)(6)(a)(b)(7) 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](#))

331 Saving for more extensive rights conferred by articles

Nothing in sections 324 to 330 (proxies) prevents a company's articles from conferring more extensive rights on members or proxies than are conferred by those sections.

Commencement Information

- I8** S. 331 wholly in force at 1.10.2007; s. 331 not in force at Royal Assent see s. 1300; s. 331 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. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- 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\(4\)](#)
- s. 156B(5) omitted by [2023 c. 56 Sch. 2 para. 26](#)
- s. 156C(2) words substituted by [2023 c. 56 s. 41\(2\)\(a\)](#)
- s. 156C(2A) inserted by [2023 c. 56 s. 41\(2\)\(b\)](#)
- s. 156C(3) substituted for s. 156C(3)-(5) by [2023 c. 56 Sch. 2 para. 27](#)
- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1047(4)(i)(j) inserted by [2023 c. 56 s. 21\(2\)](#)
- s. 1087(da) substituted by [2023 c. 56 s. 52\(2\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- s. 1110E-110G applied by S.I. 2009/1804, reg. 60 (as amended) by [S.I. 2024/234 reg. 26](#)
- s. 11989A applied (with modifications) by S.I. 2009/1804, reg. 79A (as inserted) by [S.I. 2024/234 reg. 46](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))