



# Companies Act 2006

## 2006 CHAPTER 46

### PART 13

#### RESOLUTIONS AND MEETINGS

### CHAPTER 3

#### RESOLUTIONS AT MEETINGS

##### *General provisions about resolutions at meetings*

#### **301 Resolutions at general meetings**

A resolution of the members of a company is validly passed at a general meeting if—

- (a) notice of the meeting and of the resolution is given, and
- (b) the meeting is held and conducted,

in accordance with the provisions of this Chapter (and, where relevant, Chapter 4) and the company's articles.

#### **Annotations:**

#### **Commencement Information**

- II** S. 301 wholly in force at 1.10.2007; s. 301 not in force at Royal Assent see s. 1300; s. 301 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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### Calling meetings

#### 302 Directors' power to call general meetings

The directors of a company may call a general meeting of the company.

**Annotations:**

**Commencement Information**

- I2** S. 302 wholly in force at 1.10.2007; s. 302 not in force at Royal Assent see s. 1300; s. 302 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](#))

#### 303 Members' power to require directors to call general meeting

- (1) The members of a company may require the directors to call a general meeting of the company.
- (2) The directors are required to call a general meeting once the company has received requests to do so from—
  - (a) members representing at least [<sup>F1</sup>5%] of such of the paid-up capital of the company as carries the right of voting at general meetings of the company (excluding any paid-up capital held as treasury shares); or
  - (b) in the case of a company not having a share capital, members who represent at least [<sup>F1</sup>5%] of the total voting rights of all the members having a right to vote at general meetings.
- (3) <sup>F2</sup>.....
- (4) A request—
  - (a) must state the general nature of the business to be dealt with at the meeting, and
  - (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
- (5) A resolution may properly be moved at a meeting unless—
  - (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise),
  - (b) it is defamatory of any person, or
  - (c) it is frivolous or vexatious.
- (6) A request—
  - (a) may be in hard copy form or in electronic form, and
  - (b) must be authenticated by the person or persons making it.

**Annotations:**

**Amendments (Textual)**

- F1** Words in s. 303(2)(a)(b) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 4\(2\)](#) (with application as stated in [reg. 1\(2\)](#))
- F2** S. 303(3) omitted (3.8.2009) by virtue of [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 4\(3\)](#) (with application as stated in [reg. 1\(2\)](#))

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#### Commencement Information

- I3** S. 303 wholly in force at 1.10.2007; s. 303 not in force at Royal Assent see s. 1300; s. 303 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](#))

### 304 Directors' duty to call meetings required by members

- (1) Directors required under section 303 to call a general meeting of the company must call a meeting—
  - (a) within 21 days from the date on which they become subject to the requirement, and
  - (b) to be held on a date not more than 28 days after the date of the notice convening the meeting.
- (2) If the requests received by the company identify a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- (3) The business that may be dealt with at the meeting includes a resolution of which notice is given in accordance with this section.
- (4) If the resolution is to be proposed as a special resolution, the directors are treated as not having duly called the meeting if they do not give the required notice of the resolution in accordance with section 283.

#### Annotations:

#### Commencement Information

- I4** S. 304 wholly in force at 1.10.2007; s. 304 not in force at Royal Assent see s. 1300; s. 304 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](#))

### 305 Power of members to call meeting at company's expense

- (1) If the directors—
  - (a) are required under section 303 to call a meeting, and
  - (b) do not do so in accordance with section 304,the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting.
- (2) Where the requests received by the company included the text of a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- (3) The meeting must be called for a date not more than three months after the date on which the directors become subject to the requirement to call a meeting.
- (4) The meeting must be called in the same manner, as nearly as possible, as that in which meetings are required to be called by directors of the company.
- (5) The business which may be dealt with at the meeting includes a resolution of which notice is given in accordance with this section.

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- (6) Any reasonable expenses incurred by the members requesting the meeting by reason of the failure of the directors duly to call a meeting must be reimbursed by the company.
- (7) Any sum so reimbursed shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of the services of such of the directors as were in default.

**Annotations:**

**Commencement Information**

- I5** S. 305 wholly in force at 1.10.2007; s. 305 not in force at Royal Assent see s. 1300; s. 305 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](#))

**306 Power of court to order meeting**

- (1) This section applies if for any reason it is impracticable—
  - (a) to call a meeting of a company in any manner in which meetings of that company may be called, or
  - (b) to conduct the meeting in the manner prescribed by the company's articles or this Act.
- (2) The court may, either of its own motion or on the application—
  - (a) of a director of the company, or
  - (b) of a member of the company who would be entitled to vote at the meeting, order a meeting to be called, held and conducted in any manner the court thinks fit.
- (3) Where such an order is made, the court may give such ancillary or consequential directions as it thinks expedient.
- (4) Such directions may include a direction that one member of the company present at the meeting be deemed to constitute a quorum.
- (5) A meeting called, held and conducted in accordance with an order under this section is deemed for all purposes to be a meeting of the company duly called, held and conducted.

**Annotations:**

**Commencement Information**

- I6** S. 306 wholly in force at 1.10.2007; s. 306 not in force at Royal Assent see s. 1300; s. 306 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](#))

*Notice of meetings*

**307 Notice required of general meeting**

- [<sup>F3</sup>(A1) This section applies to—
- (a) a general meeting of a company that is not a traded company; and

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- (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.
  - (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)**

- F3** 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**

- I7** 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](#))

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**[<sup>F4</sup>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.
- (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)**

- F4** 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.

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**Annotations:**

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**Commencement Information**

- I8** 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.
- (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:**

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**Commencement Information**

- I9** 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 [<sup>F5</sup>2016]).
- (4) This section has effect subject to—
  - (a) any enactment, and
  - (b) any provision of the company's articles.

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**Annotations:**

**Amendments (Textual)**

**F5** 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**

**I10** 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.

[<sup>F6</sup>In relation to a company other than a traded company, this subsection has effect subject to any provision of the company's articles.]

- [<sup>F7</sup>(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 [<sup>F8</sup>(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).]



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#### Annotations:

#### Amendments (Textual)

- F6** 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\(2\)](#))
- F7** 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\(2\)](#))
- F8** 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

- I11** 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](#))

### [<sup>F9</sup>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—
- the matters set out in the notice of the meeting;
  - the total numbers of—
    - shares in the company, and
    - shares of each class,in respect of which members are entitled to exercise voting rights at the meeting;
  - the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class;
  - 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—
- is maintained by or on behalf of the company, and
  - 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—
- must be made available—
    - 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
    - in the case of information required by subsection (1)(d), as soon as reasonably practicable, and
  - 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.

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- (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)**

- F9** 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.
- (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**

- I12** 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](#))

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### 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

- I13** 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](#))

#### *Members' statements*

### 314 Members' power to require circulation of statements

- (1) The members of a company may require the company to circulate, to members of the company entitled to receive notice of a general meeting, a statement of not more than 1,000 words with respect to—
  - (a) a matter referred to in a proposed resolution to be dealt with at that meeting, or
  - (b) other business to be dealt with at that meeting.
- (2) A company is required to circulate a statement once it has received requests to do so from—
  - (a) members representing at least 5% of the total voting rights of all the members who have a relevant right to vote (excluding any voting rights attached to any shares in the company held as treasury shares), or
  - (b) at least 100 members who have a relevant right to vote and hold shares in the company on which there has been paid up an average sum, per member, of at least £100.

See also section 153 (exercise of rights where shares held on behalf of others).

- (3) In subsection (2), a “relevant right to vote” means—
  - (a) in relation to a statement with respect to a matter referred to in a proposed resolution, a right to vote on that resolution at the meeting to which the requests relate, and
  - (b) in relation to any other statement, a right to vote at the meeting to which the requests relate.
- (4) A request—

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- (a) may be in hard copy form or in electronic form,
- (b) must identify the statement to be circulated,
- (c) must be authenticated by the person or persons making it, and
- (d) must be received by the company at least one week before the meeting to which it relates.

**Annotations:**

**Commencement Information**

- I14** S. 314 wholly in force at 1.10.2007; s. 314 not in force at Royal Assent see s. 1300; s. 314 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](#))

**315 Company's duty to circulate members' statement**

- (1) A company that is required under section 314, to circulate a statement must send a copy of it to each member of the company entitled to receive notice of the meeting—
  - (a) in the same manner as the notice of the meeting, and
  - (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.
- (2) Subsection (1) has effect subject to section 316(2) (deposit or tender of sum in respect of expenses of circulation) and section 317 (application not to circulate members' statement).
- (3) In the event of default in complying with this section, 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—
  - (a) on conviction on indictment, to a fine;
  - (b) on summary conviction, to a fine not exceeding the statutory maximum.

**Annotations:**

**Commencement Information**

- I15** S. 315 wholly in force at 1.10.2007; s. 315 not in force at Royal Assent see s. 1300; s. 315 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](#))

**316 Expenses of circulating members' statement**

- (1) The expenses of the company in complying with section 315 need not be paid by the members who requested the circulation of the statement if—
  - (a) the meeting to which the requests relate is an annual general meeting of a public company, and
  - (b) requests sufficient to require the company to circulate the statement are received before the end of the financial year preceding the meeting.
- (2) Otherwise—

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- (a) the expenses of the company in complying with that section must be paid by the members who requested the circulation of the statement unless the company resolves otherwise, and
- (b) unless the company has previously so resolved, it is not bound to comply with that section unless there is deposited with or tendered to it, not later than one week before the meeting, a sum reasonably sufficient to meet its expenses in doing so.

**Annotations:**

**Commencement Information**

- I16** S. 316 wholly in force at 1.10.2007; s. 316 not in force at Royal Assent see s. 1300; s. 316 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](#))

**317 Application not to circulate members' statement**

- (1) A company is not required to circulate a members' statement under section 315 if, on an application by the company or another person who claims to be aggrieved, the court is satisfied that the rights conferred by section 314 and that section are being abused.
- (2) The court may order the members who requested the circulation of the statement to pay the whole or part of the company's costs (in Scotland, expenses) on such an application, even if they are not parties to the application.

**Annotations:**

**Commencement Information**

- I17** S. 317 wholly in force at 1.10.2007; s. 317 not in force at Royal Assent see s. 1300; s. 317 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](#))

*Procedure at meetings*

**318 Quorum at meetings**

- (1) In the case of a company limited by shares or guarantee and having only one member, one qualifying person present at a meeting is a quorum.
- (2) In any other case, subject to the provisions of the company's articles, two qualifying persons present at a meeting are a quorum, unless—
  - (a) each is a qualifying person only because he is authorised under section 323 to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation; or
  - (b) each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.
- (3) For the purposes of this section a “qualifying person” means—
  - (a) an individual who is a member of the company,

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- (b) a person authorised under section 323 (representation of corporations at meetings) to act as the representative of a corporation in relation to the meeting, or
- (c) a person appointed as proxy of a member in relation to the meeting.

**Annotations:**

**Commencement Information**

**I18** S. 318 wholly in force at 1.10.2007; s. 318 not in force at Royal Assent see s. 1300; s. 318 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](#))

**319 Chairman of meeting**

- (1) A member may be elected to be the chairman of a general meeting by a resolution of the company passed at the meeting.
- (2) Subsection (1) is subject to any provision of the company's articles that states who may or may not be chairman.

**Annotations:**

**Commencement Information**

**I19** S. 319 wholly in force at 1.10.2007; s. 319 not in force at Royal Assent see s. 1300; s. 319 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](#))

**[<sup>F10</sup>319A Traded companies: questions at meetings**

- (1) At a general meeting of a traded company, the company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting.
- (2) No such answer need be given—
  - (a) if to do so would—
    - (i) interfere unduly with the preparation for the meeting, or
    - (ii) involve the disclosure of confidential information;
  - (b) if the answer has already been given on a website in the form of an answer to a question; or
  - (c) if it is undesirable in the interests of the company or the good order of the meeting that the question be answered.]

**Annotations:**

**Amendments (Textual)**

**F10** S. 319A inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 12\(1\)](#) (with application as stated in [reg. 1\(2\)](#))

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### 320 Declaration by chairman on a show of hands

- (1) On a vote on a resolution at a meeting on a show of hands, a declaration by the chairman that the resolution—
  - (a) has or has not been passed, or
  - (b) passed with a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (2) An entry in respect of such a declaration in minutes of the meeting recorded in accordance with section 355 is also conclusive evidence of that fact without such proof.
- (3) This section does not have effect if a poll is demanded in respect of the resolution (and the demand is not subsequently withdrawn).

#### Annotations:

##### Commencement Information

- I20** S. 320 wholly in force at 1.10.2007; s. 320 not in force at Royal Assent see s. 1300; s. 320 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](#))

### 321 Right to demand a poll

- (1) A provision of a company's articles is void in so far as it would have the effect of excluding the right to demand a poll at a general meeting on any question other than—
  - (a) the election of the chairman of the meeting, or
  - (b) the adjournment of the meeting.
- (2) A provision of a company's articles is void in so far as it would have the effect of making ineffective a demand for a poll on any such question which is made—
  - (a) by not less than 5 members having the right to vote on the resolution; or
  - (b) by a member or members representing not less than 10% of the total voting rights of all the members having the right to vote on the resolution (excluding any voting rights attached to any shares in the company held as treasury shares); or
  - (c) by a member or members holding shares in the company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right (excluding shares in the company conferring a right to vote on the resolution which are held as treasury shares).

#### Annotations:

##### Commencement Information

- I21** S. 321 wholly in force at 1.10.2007; s. 321 not in force at Royal Assent see s. 1300; s. 321 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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## 322 Voting on a poll

On a poll taken at a general meeting of a company, a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

### Annotations:

#### Commencement Information

**I22** S. 322 wholly in force at 1.10.2007; s. 322 not in force at Royal Assent see s. 1300; s. 322 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](#))

### [<sup>F11</sup>322A Voting on a poll: votes cast in advance

- (1) A company's articles may contain provision to the effect that on a vote on a resolution on a poll taken at a meeting, the votes may include votes cast in advance.
- (2) In the case of a traded company any such provision in relation to voting at a general meeting may be made subject only to such requirements and restrictions as are—
  - (a) necessary to ensure the identification of the person voting, and
  - (b) proportionate to the achievement of that objective.

Nothing in this subsection affects any power of a company to require reasonable evidence of the entitlement of any person who is not a member to vote.
- (3) Any provision of a company's articles is void in so far as it would have the effect of requiring any document casting a vote in advance to be received by the company or another person earlier than the following time—
  - (a) 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;
  - (b) in the case of any other poll, 48 hours before the time for holding the meeting or adjourned meeting.
- (4) In calculating the periods mentioned in subsection (3), no account is to be taken of any part of a day that is not a working day.]

### Annotations:

#### Amendments (Textual)

**F11** S. 322A inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 5\(1\)](#) (with application as stated in [reg. 1\(2\)](#))

## 323 Representation of corporations at meetings

- (1) If a corporation (whether or not a company within the meaning of this Act) is a member of a company, it may by resolution of its directors or other governing body authorise a person or persons to act as its representative or representatives at any meeting of the company.
- [<sup>F12</sup>(2) A person authorised by a corporation is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the company. Where a corporation authorises more than one person, this subsection is subject to subsections (3) and (4).



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- (3) On a vote on a resolution on a show of hands at a meeting of the company, each authorised person has the same voting rights as the corporation would be entitled to.
- (4) Where subsection (3) does not apply and more than one authorised person purport to exercise a power under subsection (2) in respect of the same shares—
  - (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way;
  - (b) if they do not purport to exercise the power in the same way as each other, the power is treated as not exercised.]

**Annotations:**

**Amendments (Textual)**

- F12** S. 323(2)-(4) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 6](#) (with application as stated in [reg. 1\(2\)](#))

**Modifications etc. (not altering text)**

- C1** S. 323 applied (with modifications) (15.12.2007) by [The Companies \(Cross-Border Mergers\) Regulations 2007 \(S.I. 2007/2974\)](#), [reg. 11\(3\)](#)
- C2** S. 323 applied (with effect as mentioned in rule 3 of the amending S.I.) (30.11.2007) by [The PPP Administration Order Rules 2007 \(S.I. 2007/3141\)](#), [rule 88\(1\)](#)
- C3** S. 323 applied (1.11.2009) by [The Water Industry \(Special Administration\) Rules 2009 \(S.I. 2009/2477\)](#), [rule 67](#) (with [rules 3\(2\), 4](#))
- C4** S. 323 modified (7.6.2013) by [The Energy Supply Company Administration \(Scotland\) Rules 2013 \(S.I. 2013/1047\)](#), [rules 1, 20\(3\)](#) (with [rule 3](#))

**Commencement Information**

- I23** S. 323 wholly in force at 1.10.2007; s. 323 not in force at Royal Assent see s. 1300; s. 323 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](#))

*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.

**Annotations:**

**Commencement Information**

- I24** 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](#))

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### [<sup>F13</sup>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.]

#### Annotations:

#### Amendments (Textual)

**F13** 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.

#### Annotations:

#### Commencement Information

**I25** 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.

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**Annotations:**

**Commencement Information**

**I26** 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](#))

**327 Notice required of appointment of proxy etc**

[<sup>F14</sup>(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) [<sup>F15</sup>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;

<sup>F16</sup>(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.

**Annotations:**

**Amendments (Textual)**

- F14** 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\(2\)](#))
- F15** 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\(2\)](#))
- F16** S. 327(2)(c) omitted (26.5.2015) by virtue of [Deregulation Act 2015 \(c. 20\)](#), s. 115(3)(n), [Sch. 6 para. 29](#)

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#### Commencement Information

**I27** 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.
- (2) Subsection (1) is subject to any provision of the company's articles that states who may or who may not be chairman.

#### Annotations:

#### Commencement Information

**I28** 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.

#### Annotations:

#### Commencement Information

**I29** 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

[<sup>F17</sup>(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) [<sup>F18</sup>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—

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- (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.
- (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;
  - <sup>F19</sup>(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.

**Annotations:**

**Amendments (Textual)**

- F17** 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\(2\)](#))
- F18** 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\(2\)](#))
- F19** 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**

- I30** 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](#))

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### 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.

**Annotations:**

**Commencement Information**

**I31** 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](#))

*Adjourned meetings*

### 332 Resolution passed at adjourned meeting

Where a resolution is passed at an adjourned meeting of a company, the resolution is for all purposes to be treated as having been passed on the date on which it was in fact passed, and is not to be deemed passed on any earlier date.

**Annotations:**

**Commencement Information**

**I32** S. 332 wholly in force at 1.10.2007; s. 332 not in force at Royal Assent see s. 1300; s. 332 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](#))

*Electronic communications*

### 333 Sending documents relating to meetings etc in electronic form

- (1) Where a company has given an electronic address in a notice calling a meeting, it is deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).
- (2) Where a company has given an electronic address—
  - (a) in an instrument of proxy sent out by the company in relation to the meeting, or
  - (b) in an invitation to appoint a proxy issued by the company in relation to the meeting,
 it is deemed to have agreed that any document or information relating to proxies for that meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).
- (3) In subsection (2), documents relating to proxies include—
  - (a) the appointment of a proxy in relation to a meeting,
  - (b) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and
  - (c) notice of the termination of the authority of a proxy.

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- (4) In this section “electronic address” means any address or number used for the purposes of sending or receiving documents or information by electronic means.

**Annotations:**

**Commencement Information**

**I33** S. 333 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, **art. 3(1)(b)** (subject to **art. 5, Sch. 1** and with **arts. 6, 8, Sch. 5**)

**[<sup>F20</sup>333A Traded company: duty to provide electronic address for receipt of proxies etc**

- (1) A traded company must provide an electronic address for the receipt of any document or information relating to proxies for a general meeting.
- (2) The company must provide the address either—
- (a) by giving it when sending out an instrument of proxy for the purposes of the meeting or issuing an invitation to appoint a proxy for those purposes; or
  - (b) by ensuring that it is made available, throughout the period beginning with the first date on which notice of the meeting is given and ending with the conclusion of the meeting, on the website on which the information required by section 311A(1) is made available.
- (3) The company is deemed to have agreed that any document or information relating to proxies for the meeting may be sent by electronic means to the address provided (subject to any limitations specified by the company when providing the address).
- (4) In this section—
- (a) documents relating to proxies include—
    - (i) the appointment of a proxy for a meeting,
    - (ii) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and
    - (iii) notice of the termination of the authority of a proxy;
  - (b) “electronic address” has the meaning given by section 333(4). ]

**Annotations:**

**Amendments (Textual)**

**F20** S. 333A inserted (3.8.2009) by **The Companies (Shareholders' Rights) Regulations 2009 (S.I. 2009/1632)**, **reg. 13(4)** (with application as stated in **reg. 1(2)**)

*Application to class meetings*

**334 Application to class meetings**

- (1) The provisions of this Chapter apply (with necessary modifications) in relation to a meeting of holders of a class of shares as they apply in relation to a general meeting.

This is subject to subsections [<sup>F21</sup>(2) to (3)].

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*Changes to legislation: Companies Act 2006, Chapter 3 is up to date with all changes known to be in force on or before 05 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)*

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- (2) The following provisions of this Chapter do not apply in relation to a meeting of holders of a class of shares—
- (a) sections 303 to 305 (members' power to require directors to call general meeting),<sup>F22</sup> . . .
  - (b) section 306 (power of court to order meeting)<sup>F23</sup>, and
  - (c) sections 311(3), 311A, 319A, 327(A1), 330(A1) and 333A (additional requirements relating to traded companies).]
- [<sup>F24</sup>(2A) Section 307(1) to (6) apply in relation to a meeting of holders of a class of shares in a traded company as they apply in relation to a meeting of holders of a class of shares in a company other than a traded company (and, accordingly, section 307A does not apply in relation to such a meeting).]
- (3) The following provisions (in addition to those mentioned in subsection (2)) do not apply in relation to a meeting in connection with the variation of rights attached to a class of shares (a “variation of class rights meeting”)—
- (a) section 318 (quorum), and
  - (b) section 321 (right to demand a poll).
- (4) The quorum for a variation of class rights meeting is—
- (a) for a meeting other than an adjourned meeting, two persons present holding at least one-third in nominal value of the issued shares of the class in question (excluding any shares of that class held as treasury shares);
  - (b) for an adjourned meeting, one person present holding shares of the class in question.
- (5) For the purposes of subsection (4), where a person is present by proxy or proxies, he is treated as holding only the shares in respect of which those proxies are authorised to exercise voting rights.
- (6) At a variation of class rights meeting, any holder of shares of the class in question present may demand a poll.
- (7) For the purposes of this section—
- (a) any amendment of a provision contained in a company's articles for the variation of the rights attached to a class of shares, or the insertion of any such provision into the articles, is itself to be treated as a variation of those rights, and
  - (b) references to the variation of rights attached to a class of shares include references to their abrogation.

#### Annotations:

##### Amendments (Textual)

- F21** Words in s. 334(1) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 14(2)** (with application as stated in [reg. 1\(2\)](#))
- F22** Word in s. 334(2)(a) omitted (3.8.2009) by virtue of [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 14(3)(a)** (with application as stated in [reg. 1\(2\)](#))
- F23** S. 334(2)(c) and preceding word inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 14(3)(b)** (with application as stated in [reg. 1\(2\)](#))
- F24** S. 334(2A) inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 14(4)** (with application as stated in [reg. 1\(2\)](#))



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**Changes to legislation:** Companies Act 2006, Chapter 3 is up to date with all changes known to be in force on or before 05 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)

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#### Commencement Information

**I34** S. 334 wholly in force at 1.10.2007; s. 334 not in force at Royal Assent see s. 1300; s. 334 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](#))

### 335 Application to class meetings: companies without a share capital

(1) The provisions of this Chapter apply (with necessary modifications) in relation to a meeting of a class of members of a company without a share capital as they apply in relation to a general meeting.

This is subject to subsections (2) and (3).

(2) The following provisions of this Chapter do not apply in relation to a meeting of a class of members—

- (a) sections 303 to 305 (members' power to require directors to call general meeting), and
- (b) section 306 (power of court to order meeting).

(3) The following provisions (in addition to those mentioned in subsection (2)) do not apply in relation to a meeting in connection with the variation of the rights of a class of members (a “variation of class rights meeting”)—

- (a) section 318 (quorum), and
- (b) section 321 (right to demand a poll).

(4) The quorum for a variation of class rights meeting is—

- (a) for a meeting other than an adjourned meeting, two members of the class present (in person or by proxy) who together represent at least one-third of the voting rights of the class;
- (b) for an adjourned meeting, one member of the class present (in person or by proxy).

(5) At a variation of class rights meeting, any member present (in person or by proxy) may demand a poll.

(6) For the purposes of this section—

- (a) any amendment of a provision contained in a company's articles for the variation of the rights of a class of members, or the insertion of any such provision into the articles, is itself to be treated as a variation of those rights, and
- (b) references to the variation of rights of a class of members include references to their abrogation.

#### Annotations:

#### Commencement Information

**I35** S. 335 wholly in force at 1.10.2007; s. 335 not in force at Royal Assent see s. 1300; s. 335 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:**

Companies Act 2006, Chapter 3 is up to date with all changes known to be in force on or before 05 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.

**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\(4\)](#)