



Companies Act 2006

2006 CHAPTER 46

PART 13

RESOLUTIONS AND MEETINGS

CHAPTER 6

RECORDS OF RESOLUTIONS AND MEETINGS

355 Records of resolutions and meetings etc

- (1) Every company must keep records comprising—
 - (a) copies of all resolutions of members passed otherwise than at general meetings,
 - (b) minutes of all proceedings of general meetings, and
 - (c) details provided to the company in accordance with section 357 (decisions of sole member).
- (2) The records must be kept for at least ten years from the date of the resolution, meeting or decision (as appropriate).
- (3) If a company fails to comply 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 on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

356 Records as evidence of resolutions etc

- (1) This section applies to the records kept in accordance with section 355.

Status: This is the original version (as it was originally enacted).

- (2) The record of a resolution passed otherwise than at a general meeting, if purporting to be signed by a director of the company or by the company secretary, is evidence (in Scotland, sufficient evidence) of the passing of the resolution.
- (3) Where there is a record of a written resolution of a private company, the requirements of this Act with respect to the passing of the resolution are deemed to be complied with unless the contrary is proved.
- (4) The minutes of proceedings of a general meeting, if purporting to be signed by the chairman of that meeting or by the chairman of the next general meeting, are evidence (in Scotland, sufficient evidence) of the proceedings at the meeting.
- (5) Where there is a record of proceedings of a general meeting of a company, then, until the contrary is proved—
 - (a) the meeting is deemed duly held and convened,
 - (b) all proceedings at the meeting are deemed to have duly taken place, and
 - (c) all appointments at the meeting are deemed valid.

357 Records of decisions by sole member

- (1) This section applies to a company limited by shares or by guarantee that has only one member.
- (2) Where the member takes any decision that—
 - (a) may be taken by the company in general meeting, and
 - (b) has effect as if agreed by the company in general meeting,he must (unless that decision is taken by way of a written resolution) provide the company with details of that decision.
- (3) If a person fails to comply with this section he commits an offence.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 2 on the standard scale.
- (5) Failure to comply with this section does not affect the validity of any decision referred to in subsection (2).

358 Inspection of records of resolutions and meetings

- (1) The records referred to in section 355 (records of resolutions etc) relating to the previous ten years must be kept available for inspection—
 - (a) at the company's registered office, or
 - (b) at a place specified in regulations under section 1136.
- (2) The company must give notice to the registrar—
 - (a) of the place at which the records are kept available for inspection, and
 - (b) of any change in that place,unless they have at all times been kept at the company's registered office.
- (3) The records must be open to the inspection of any member of the company without charge.

Status: This is the original version (as it was originally enacted).

- (4) Any member may require a copy of any of the records on payment of such fee as may be prescribed.
- (5) If default is made for 14 days in complying with subsection (2) or an inspection required under subsection (3) is refused, or a copy requested under subsection (4) is not sent, an offence is committed by every officer of the company who is in default.
- (6) 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 and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (7) In a case in which an inspection required under subsection (3) is refused or a copy requested under subsection (4) is not sent, the court may by order compel an immediate inspection of the records or direct that the copies required be sent to the persons who requested them.

359 Records of resolutions and meetings of class of members

The provisions of this Chapter apply (with necessary modifications) in relation to resolutions and meetings of—

- (a) holders of a class of shares, and
 - (b) in the case of a company without a share capital, a class of members,
- as they apply in relation to resolutions of members generally and to general meetings.