



# Companies Act 2006

## 2006 CHAPTER 46

### PART 9

#### EXERCISE OF MEMBERS' RIGHTS

##### *Effect of provisions in company's articles*

#### **145 Effect of provisions of articles as to enjoyment or exercise of members' rights**

- (1) This section applies where provision is made by a company's articles enabling a member to nominate another person or persons as entitled to enjoy or exercise all or any specified rights of the member in relation to the company.
- (2) So far as is necessary to give effect to that provision, anything required or authorised by any provision of the Companies Acts to be done by or in relation to the member shall instead be done, or (as the case may be) may instead be done, by or in relation to the nominated person (or each of them) as if he were a member of the company.
- (3) This applies, in particular, to the rights conferred by—
  - (a) sections 291 and 293 (right to be sent proposed written resolution);
  - (b) section 292 (right to require circulation of written resolution);
  - (c) section 303 (right to require directors to call general meeting);
  - (d) section 310 (right to notice of general meetings);
  - (e) section 314 (right to require circulation of a statement);
  - [<sup>F1</sup>(ea) section 319A (right to ask question at meeting of traded company);]
  - (f) section 324 (right to appoint proxy to act at meeting);
  - (g) section 338 (right to require circulation of resolution for AGM of public company); and
  - [<sup>F2</sup>(ga) section 338A (traded companies: members' power to include matters in business dealt with at AGM);]
  - [<sup>F3</sup>(gb) 360AA (traded companies: confirmation of receipt of electronic voting);]

---

*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](#)

---

- [<sup>F4</sup>(gc) 360BA (traded companies: right to confirmation of vote after a general meeting);]
- (h) section 423 (right to be sent a copy of annual accounts and reports).
- (4) This section and any such provision as is mentioned in subsection (1)—
- (a) do not confer rights enforceable against the company by anyone other than the member, and
- (b) do not affect the requirements for an effective transfer or other disposition of the whole or part of a member's interest in the company.

---

#### Textual Amendments

- F1** S. 145(3)(ea) inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 12\(2\)](#) (with application as stated in [reg. 1\(2\)](#))
- F2** S. 145(3)(ga) inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 17\(2\)](#) (with application as stated in [reg. 1\(2\)](#))
- F3** S. 145(3)(gb) inserted (3.9.2020) by [The Companies \(Shareholders Rights to Voting Confirmations\) Regulations 2020 \(S.I. 2020/717\)](#), [regs. 1\(2\)](#), [4\(2\)](#) (with [reg. 2](#))
- F4** S. 145(3)(gc) inserted (3.9.2020) by [The Companies \(Shareholders Rights to Voting Confirmations\) Regulations 2020 \(S.I. 2020/717\)](#), [regs. 1\(2\)](#), [5\(2\)](#) (with [reg. 3](#))
- 

#### Commencement Information

- I1** S. 145 wholly in force at 1.10.2007; s. 145 not in force at Royal Assent see s. 1300; s. 145 in force at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(1\)\(c\)](#) (with savings in [art. 12](#) and with transitional provisions and savings in [Sch. 3](#) and subject to transitional adaptations specified in [Sch. 1](#))

### 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.

[View outstanding changes](#)

### 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))