



Companies Act 2006

2006 CHAPTER 46

PART 13

RESOLUTIONS AND MEETINGS

CHAPTER 3

RESOLUTIONS AT MEETINGS

Calling meetings

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 the required percentage 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 the required percentage of the total voting rights of all the members having a right to vote at general meetings.
- (3) The required percentage is 10% unless, in the case of a private company, more than twelve months has elapsed since the end of the last general meeting—
 - (a) called in pursuance of a requirement under this section, or
 - (b) in relation to which any members of the company had (by virtue of an enactment, the company's articles or otherwise) rights with respect to the circulation of a resolution no less extensive than they would have had if the meeting had been so called at their request,

Status: This is the original version (as it was originally enacted).

in which case the required percentage is 5%.

- (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.