



Companies Act 2006

2006 CHAPTER 46

PART 13

RESOLUTIONS AND MEETINGS

CHAPTER 3

RESOLUTIONS AT MEETINGS

Calling meetings

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.
- (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.

Changes to legislation: Companies Act 2006, Section 305 is up to date with all changes known to be in force on or before 15 September 2019. 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) View outstanding changes

- (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.

Commencement Information

- II** 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](#))

Changes to legislation:

Companies Act 2006, Section 305 is up to date with all changes known to be in force on or before 15 September 2019. 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.

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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. 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):

- Pt. 42 Ch. 4A inserted by [S.I. 2019/177 reg. 14](#)
- Ch. 1 Pt. 28 extended (Isle of Man) (with modifications) by [S.I. 2019/567 Sch.](#)
- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#)
- s. 494ZA(5)(a)(iii)(iv) substituted for s. 494ZA(5)(a)(iii) by [S.I. 2019/177 reg. 5\(b\)](#)
- s. 835E(6) words substituted by [S.I. 2019/348 Sch. 1 para. 13](#)
- s. 943(1A) inserted by [S.I. 2019/217 reg. 3\(b\)](#)
- s. 966(3)-(3G) substituted for s. 966(3) by [S.I. 2019/217 reg. 7\(4\)](#)
- s. 1047(4)(ba) inserted by [S.I. 2019/348 Sch. 1 para. 14\(b\)\(ii\)](#)
- s. 1099(3)(c)(ca) substituted for s. 1099(3)(c) by [S.I. 2018/1299 reg. 62\(2\)](#)
- s. 1253B(1A) inserted by [S.I. 2019/177 reg. 18\(c\)](#)
- s. 1286(1)(e) inserted by [S.I. 2018/1299 reg. 62\(3\)\(c\)](#)
- Sch 1C applied by [2009/2436 Sch. 1 para 14\(A1\)](#) (as inserted) by [S.I. 2019/217 reg. 20](#)
- Sch. 2 Pt. 2 s. Epara. 5 omitted by [S.I. 2019/217 reg. 15](#)
- Sch. 10 para. 20A(1) Sch. 10 para. 20A renumbered as Sch. 10 para. 20A(1) by [S.I. 2019/177 reg. 32\(a\)](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#)
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#)
- Sch. 10 para. 20A(2) inserted by [S.I. 2019/177 reg. 32\(h\)](#)
- Sch. 10 para. 13(5)(b)(ii)(iii) substituted for Sch. 10 para. 13(5)(b)(ii) by [S.I. 2019/177 reg. 30\(b\)](#)
- Sch. 10 para. 20A(1) words inserted by [S.I. 2019/177 reg. 32\(b\)](#)
- Sch. 10 para. 20A(1) words inserted by [S.I. 2019/177 reg. 32\(c\)](#)
- Sch. 10 para. 20A(1) words omitted by [S.I. 2019/177 reg. 32\(e\)](#)
- Sch. 10 para. 20A(1) words omitted by [S.I. 2019/177 reg. 32\(g\)](#)
- Sch. 10 para. 20A(1) words substituted by [S.I. 2019/177 reg. 32\(d\)\(i\)](#)
- Sch. 10 para. 20A(1) words substituted by [S.I. 2019/177 reg. 32\(d\)\(ii\)](#)
- Sch. 10 para. 20A(1) words substituted by [S.I. 2019/177 reg. 32\(d\)\(iii\)](#)
- Sch. 10 para. 20A(1) words substituted by [S.I. 2019/177 reg. 32\(f\)\(i\)](#)
- Sch. 10 para. 20A(1) words substituted by [S.I. 2019/177 reg. 32\(f\)\(ii\)](#)
- Sch. 10 para. 20A(1) words substituted by [S.I. 2019/177 reg. 32\(f\)\(iii\)](#)
- Sch. 11 para. 9(5) inserted by [S.I. 2019/177 reg. 34\(b\)](#)