



Companies Act 2006

2006 CHAPTER 46

PART 13

RESOLUTIONS AND MEETINGS

CHAPTER 3

RESOLUTIONS AT MEETINGS

Application to class meetings

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- (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 (2) and (3).

- (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), 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 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—

Status: This is the original version (as it was originally enacted).

- (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.