



# Companies Act 2006

## 2006 CHAPTER 46

### PART 27

#### MERGERS AND DIVISIONS OF PUBLIC COMPANIES

### CHAPTER 2

#### MERGER

##### *Other exceptions*

#### **918 Other circumstances in which meeting of members of transferee company not required (merger)**

- (1) In the case of any merger by absorption, it is not necessary for the scheme to be approved by the members of the transferee company if the court is satisfied that the following conditions have been complied with.
- (2) The first condition is that publication of notice of receipt of the draft terms by the registrar took place in respect of that company at least one month before the date of the first meeting of members, or any class of members, of the transferor company (or, if there is more than one transferor company, any of them) summoned for the purposes of agreeing to the scheme.
- (3) The second condition is that the members of that company were able during the period beginning one month before, and ending on, the date of any such meeting—
  - (a) to inspect at the registered office of that company copies of the documents specified in section 911(3) relating to that company and the transferor company (or, if there is more than one transferor company, each of them), and
  - (b) to obtain copies of those documents or any part of them on request free of charge.
- (4) The third condition is that—

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*Status: This is the original version (as it was originally enacted).*

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- (a) one or more members of that company, who together held not less than 5% of the paid-up capital of the company which carried the right to vote at general meetings of the company (excluding any shares in the company held as treasury shares) would have been able, during that period, to require a meeting of each class of members to be called for the purpose of deciding whether or not to agree to the scheme, and
- (b) no such requirement was made.