

## SCHEDULES

### SCHEDULE 14

Section 37

#### MEETINGS OF COMPANIES AND OTHER BODIES

##### *Meaning of “qualifying body”*

- 1 In this Schedule “qualifying body” means—
- (a) a registered society within the meaning of the [Co-operative and Community Benefit Societies Act \(Northern Ireland\) 1969 \(c. 24 \(N.I.\)\)](#),
  - (b) a credit union within the meaning of the Credit Unions (Northern Ireland) Order 1985 ([S.I. 1985/1205 \(N.I. 12\)](#)),
  - (c) a building society within the meaning of the Building Societies Act 1986,
  - (d) a society that is registered within the meaning of the Friendly Societies Act 1974 or incorporated under the Friendly Societies Act 1992,
  - (e) a registered branch within the meaning of the Friendly Societies Act 1992,
  - (f) a Scottish charitable incorporated organisation within the meaning of Chapter 7 of Part 1 of the Charities and Trustee Investment (Scotland) Act 2005 ([asp 10](#)),
  - (g) a company within the meaning of section 1(1) of the Companies Act 2006,
  - (h) a charitable incorporated organisation within the meaning of Part 11 of the Charities Act 2011, and
  - (i) a registered society within the meaning of the Co-operative and Community Benefit Societies Act 2014.

##### *Meaning of “relevant period”*

- 2 (1) In this Schedule the “relevant period” means the period which—
- (a) begins with 26 March 2020, and
  - (b) ends with 30 September 2020.
- (2) The appropriate national authority may by regulations substitute for the date for the time being specified in sub-paragraph (1)(b)—
- (a) an earlier date, or
  - (b) a later date that is not more than three months after the date for the time being so specified and is not later than 5 April 2021.
- (3) Regulations under sub-paragraph (2) may make consequential or transitional provision or savings.
- (4) In sub-paragraph (2) “the appropriate national authority” means—
- (a) in relation to a qualifying body within paragraph 1(c), (d), (e), (g), (h), or (i), the Secretary of State,
  - (b) in relation to a qualifying body within paragraph 1(f), the Scottish Ministers, and

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- (c) in relation to a qualifying body within paragraph 1(a) or (b), the Department for the Economy in Northern Ireland.

*Meetings of qualifying bodies held during the relevant period*

- 3 (1) This paragraph applies to a meeting within sub-paragraph (2) that is held during the relevant period.
- (2) A meeting is within this sub-paragraph if it is—
- (a) a general meeting of a qualifying body,
  - (b) a meeting of any class of members of a qualifying body, or
  - (c) a meeting of delegates appointed by members of a qualifying body.
- (3) The meeting need not be held at any particular place.
- (4) The meeting may be held, and any votes may be permitted to be cast, by electronic means or any other means.
- (5) The meeting may be held without any number of those participating in the meeting being together at the same place.
- (6) A member of the qualifying body does not have a right—
- (a) to attend the meeting in person,
  - (b) to participate in the meeting other than by voting, or
  - (c) to vote by particular means.
- (7) The provisions of any enactment relating to meetings within sub-paragraph (2) have effect subject to this paragraph.
- (8) The provisions of the constitution or rules of the qualifying body have effect subject to this paragraph.

*Meetings of qualifying bodies held during the relevant period: power to make further provision*

- 4 (1) The appropriate national authority may by regulations make provision for the purposes of, or in connection with, paragraph 3.
- (2) The appropriate national authority may by regulations make provision about the means by which, the form in which, and the period within which, any notice or other document relating to a meeting to which paragraph 3 applies or is expected to apply may be given or made available.
- (3) Regulations under this paragraph may—
- (a) disapply or modify provisions of an enactment relating to meetings within paragraph 3(2);
  - (b) disapply or modify provisions of the constitution or rules of a qualifying body;
  - (c) make different provision for different purposes;
  - (d) make consequential, incidental or supplementary provision (including provision disapplying or modifying a provision of an enactment);
  - (e) make transitional provision or savings.
- (4) In this paragraph “the appropriate national authority” means—

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- (a) in relation to qualifying bodies within paragraph 1(g) or (h), the Secretary of State,
- (b) in relation to qualifying bodies within paragraph 1(c), (d), (e) or (i), the Treasury,
- (c) in relation to qualifying bodies within paragraph 1(f), the Scottish Ministers, and
- (d) in relation to qualifying bodies within paragraph 1(a) or (b), the Department for the Economy in Northern Ireland.

*Extension of period for qualifying body to hold annual general meeting*

- 5
- (1) This paragraph applies where by reason of any provision a qualifying body is or was under a duty to hold a general meeting as its annual general meeting during a period (“the due period”) that ends during the relevant period.
  - (2) The provision is to be read as if it imposes (and had always imposed) a duty on the qualifying body to hold a general meeting as its annual general meeting during the period that begins with the due period and ends with the relevant period (but this is subject to regulations under paragraph 6).
  - (3) If by reason of regulations made under paragraph 2 the relevant period is a period that ends after 30 September 2020 this paragraph has effect as if the relevant period were a period that ends with 30 September 2020.
  - (4) In this paragraph a reference to “any provision” is a reference to any provision of an enactment or of the constitution or rules of the qualifying body.
  - (5) In the application of this paragraph in relation to a public company, the references to a duty to hold a general meeting as its annual general meeting are to be read as including a reference to a duty to hold an accounts meeting.

*Power to extend period for qualifying body to hold annual general meeting*

- 6
- (1) The appropriate national authority may by regulations provide for any provision that would (but for the regulations) have the effect mentioned in sub-paragraph (2) to be read as if instead it had (and always had had) the effect mentioned in sub-paragraph (3).
  - (2) The effect is that of imposing on a qualifying body a duty to hold a general meeting as its annual general meeting during a period (“the overlapping period”) that overlaps to any extent with the relevant period.
  - (3) The effect is that of imposing on the qualifying body a duty to hold a general meeting as its annual general meeting during a period that—
    - (a) begins with the overlapping period, and
    - (b) ends with such period immediately following the end of the overlapping period as is specified in the regulations.
  - (4) A period specified in regulations for the purposes of sub-paragraph (3)(b) must not exceed 8 months.
  - (5) Regulations under this paragraph may—
    - (a) make different provision for different purposes;

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- (b) make consequential, incidental or supplementary provision (including provision disapplying or modifying a provision of an enactment);
  - (c) make transitional provision or savings.
- (6) In sub-paragraph (1) the reference to “any provision” is a reference to any provision of an enactment or of the constitution or rules of a qualifying body.
- (7) In this paragraph “the appropriate national authority” has the same meaning as in paragraph 4.
- (8) In the application of this paragraph in relation to a public company, the references to a duty to hold a general meeting as its annual general meeting are to be read as including a reference to a duty to hold an accounts meeting.

*Regulations made by the Secretary of State or the Treasury*

- 7 (1) Regulations made by the Secretary of State or the Treasury under this Schedule are to be made by statutory instrument.
- (2) A statutory instrument containing regulations made by the Secretary of State under paragraph 2(2)(a) of this Schedule is subject to annulment in pursuance of a resolution of either House of Parliament.
- (3) A statutory instrument containing regulations made by the Secretary of State under paragraph 2(2)(b) of this Schedule or containing regulations made by the Secretary of State or the Treasury under paragraph 4 or 6 of this Schedule must be laid before Parliament as soon as reasonably practicable after being made.
- (4) Sub-paragraph (3) does not apply if a draft of the statutory instrument has been laid before and approved by a resolution of each House of Parliament.
- (5) Regulations contained in a statutory instrument laid before Parliament by virtue of sub-paragraph (3) cease to have effect at the end of the period of 40 days beginning with the day on which the instrument is made, unless during that period the instrument is approved by a resolution of each House of Parliament.
- (6) In calculating the period of 40 days, no account is to be taken of any time during which—
- (a) Parliament is dissolved or prorogued, or
  - (b) both Houses of Parliament are adjourned for more than 4 days.
- (7) Where regulations cease to have effect as a result of sub-paragraph (5) that does not—
- (a) affect anything previously done under or by virtue of the regulations, or
  - (b) prevent the making of new regulations.

*Regulations made by the Scottish Ministers*

- 8 (1) Regulations made by the Scottish Ministers under paragraph 2(2)(a) of this Schedule are subject to the negative procedure (see section 28 of the Interpretation and Legislative Reform (Scotland) Act 2010 (asp 10)).
- (2) Regulations made by the Scottish Ministers under paragraph 2(2)(b), 4 or 6 of this Schedule must be laid before the Scottish Parliament as soon as reasonably practicable after being made.

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- (3) Sub-paragraph (2) does not apply if the regulations have been subject to the affirmative procedure (see section 29 of the Interpretation and Legislative Reform (Scotland) Act 2010).
- (4) Regulations laid before the Scottish Parliament by virtue of sub-paragraph (2) cease to have effect at the end of the period of 40 days beginning with the day on which they are made, unless during that period the regulations are approved by a resolution of the Scottish Parliament.
- (5) In calculating the period of 40 days, no account is to be taken of any time during which the Scottish Parliament is—
  - (a) dissolved, or
  - (b) in recess for more than 4 days.
- (6) Where regulations cease to have effect as a result of sub-paragraph (4) that does not—
  - (a) affect anything previously done under or by virtue of the regulations, or
  - (b) prevent the making of new regulations.
- (7) Section 30 of the Interpretation and Legislative Reform (Scotland) Act 2010 does not apply in relation to regulations to which sub-paragraph (2) applies.

*Regulations made by the Department for the Economy in Northern Ireland*

- 9 (1) Regulations made by the Department for the Economy in Northern Ireland under paragraph 2(2)(a) of this Schedule are subject to negative resolution within the meaning of section 41(6) of the Interpretation Act (Northern Ireland) 1954 (c. 33 (N.I.)).
- (2) Regulations made by the Department for the Economy in Northern Ireland under paragraph 2(2)(b), 4 or 6 of this Schedule must be laid before the Assembly as soon as reasonably practicable after being made.
- (3) Sub-paragraph (2) does not apply if a draft of the regulations has been laid before, and approved by a resolution of, the Assembly.
- (4) Section 41(3) of the Interpretation Act (Northern Ireland) 1954 applies for the purposes of sub-paragraph (3) in relation to the laying of a draft as it applies in relation to the laying of a statutory document under an enactment.
- (5) Regulations laid before the Assembly by virtue of sub-paragraph (2) cease to have effect at the end of the period of 40 days beginning with the day on which the regulations are made, unless during that period the regulations are approved by a resolution of the Assembly.
- (6) In calculating the period of 40 days, no account is to be taken of any time during which the Assembly is—
  - (a) dissolved,
  - (b) in recess for more than 4 days, or
  - (c) adjourned for more than 6 days.
- (7) Where regulations cease to have effect as a result of sub-paragraph (5) that does not—
  - (a) affect anything previously done under or by virtue of the regulations, or
  - (b) prevent the making of new regulations.

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(8) A power of the Department for the Economy in Northern Ireland to make regulations under this Schedule is exercisable by statutory rule for the purposes of the Statutory Rules (Northern Ireland) Order 1979 (S.I. 1979/1573 (N.I. 12)).

(9) In this paragraph “the Assembly” means the Northern Ireland Assembly.

*Other interpretation*

10 In this Schedule—

“accounts meeting” means a general meeting of a public company at which the company’s annual accounts and reports (within the meaning given by section 471 of the Companies Act 2006) are laid;

“constitution”, in relation to a company, is to be construed in accordance with section 17 of the Companies Act 2006;

“enactment” includes an Act of the Scottish Parliament and an instrument made under such an Act;

“public company” has the meaning given by section 4(2) of the Companies Act 2006.