



Companies Act 1985

1985 CHAPTER 6

PART XI

COMPANY ADMINISTRATION AND PROCEDURE

CHAPTER IV

MEETINGS AND RESOLUTIONS

Records of proceedings

382 Minutes of meetings

- (1) Every company shall cause minutes of all proceedings of general meetings, all proceedings at meetings of its directors and, where there are managers, all proceedings at meetings of its managers to be entered in books kept for that purpose.
- (2) Any such minute, if purporting to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, is evidence of the proceedings.
- (3) Where a shadow director by means of a notice required by section 317(8) declares an interest in a contract or proposed contract, this section applies—
 - (a) if it is a specific notice under paragraph (a) of that subsection, as if the declaration had been made at the meeting there referred to, and
 - (b) otherwise, as if it had been made at the meeting of the directors next following the giving of the notice :and the making of the declaration is in either case deemed to form part of the proceedings at the meeting.
- (4) Where minutes have been made in accordance with this section of the proceedings at any general meeting of the company or meeting of directors or managers, then, until the contrary is proved, the meeting is deemed duly held and convened, and

Status: This is the original version (as it was originally enacted).

all proceedings had at the meeting to have been duly had ; and all appointments of directors, managers or liquidators are deemed valid.

- (5) If a company fails to comply with subsection (1), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

383 Inspection of minute books

- (1) The books containing the minutes of proceedings of any general meeting of a company held on or after 1st November 1929 shall be kept at the company's registered office, and shall during business hours be open to the inspection of any member without charge.
- (2) The reference to business hours is subject to such reasonable restrictions as the company may by its articles or in general meeting impose, but so that not less than 2 hours in each day be allowed for inspection.
- (3) Any member shall be entitled to be furnished, within 7 days after he has made a request in that behalf to the company, with a copy of any such minutes as are referred to above, at a charge of not more than 2\ pence for every 100 words.
- (4) If an inspection required under this section is refused or if a copy required under this section is not sent within the proper time, the company and every officer of it who is in default is liable in respect of each offence to a fine.
- (5) In the case of any such refusal or default, the court may by order compel an immediate inspection of the books in respect of all proceedings of general meetings, or direct that the copies required be sent to the persons requiring them.