



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.
- [^{F1}(2) The first condition is that either subsection (2A) or subsection (2B) is satisfied.
- (2A) This subsection is satisfied if publication of notice of receipt of the draft terms by the registrar took place in respect of the transferee 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.
- (2B) This subsection is satisfied if—
- the conditions in section 906A(2) to (4) are met in respect of the transferee company,
 - the registrar published the notice mentioned in subsection (4) of that section in the Gazette 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

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- one transferor company, any of them) summoned for the purposes of agreeing to the scheme, and
- (c) the draft terms remained available on the website throughout the period beginning one month before, and ending on, that date.]
- [^{F2}(3) The second condition is that subsection (3A) or (3B) is satisfied for each of the documents listed in the applicable paragraphs of section 911(3) relating to the transferee company and the transferor company (or, if there is more than one transferor company, each of them).
- (3A) This subsection is satisfied for a document if the members of the transferee company were able during the period beginning one month before, and ending on, the date of any such meeting as is mentioned in subsection (2A) to inspect that document at the registered office of that company.
- (3B) This subsection is satisfied for a document if—
- (a) the document is made available on a website which is maintained by or on behalf of the transferee company and identifies the company,
 - (b) access to the document on the website is not conditional on the payment of a fee or otherwise restricted, and
 - (c) the document remains available on the website throughout the period beginning one month before, and ending on, the date of any such meeting as is mentioned in subsection (2A).
- (3C) The third condition is that the members of the transferee company were able to obtain copies of the documents mentioned in subsection (3), or any part of those documents, on request and free of charge, throughout the period beginning one month before, and ending on, the date of any such meeting as is mentioned in subsection (2A).
- (3D) For the purposes of subsection (3C)—
- (a) section 911A(5) applies as it applies for the purposes of section 911(1)(b), and
 - (b) Part 4 of Schedule 5 (communications by means of a website) does not apply.]

(4) The [^{F3}fourth] condition is that—

 - (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.

Textual Amendments

- F1** S. 918(2)-(2B) substituted (1.8.2011 with application in accordance with reg. 1(2)) for s. 918(2) by [The Companies \(Reporting Requirements in Mergers and Divisions\) Regulations 2011 \(S.I. 2011/1606\)](#), [reg. 17\(2\)](#)
- F2** S. 918(3)-(3D) substituted (1.8.2011 with application in accordance with reg. 1(2)) for s. 918(3) by [The Companies \(Reporting Requirements in Mergers and Divisions\) Regulations 2011 \(S.I. 2011/1606\)](#), [reg. 17\(3\)](#)
- F3** Word in s. 918(4) substituted (1.8.2011 with application in accordance with reg. 1(2)) by [The Companies \(Reporting Requirements in Mergers and Divisions\) Regulations 2011 \(S.I. 2011/1606\)](#), [reg. 17\(4\)](#)

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[^{F4}918A Agreement to dispense with [^{F5} reports etc] (merger)

(1) If all members holding shares in, and all persons holding other securities of, [^{F6}the merging companies], being shares or securities that carry a right to vote in general meetings of the company in question, so agree, [^{F7}the following requirements do not apply].

[The requirements that may be dispensed with under this section are—

- ^{F8}(1A) (a) the requirements of—
- (i) section 908 (directors' explanatory report),
 - (ii) section 909 (expert's report),
 - (iii) section 910 (supplementary accounting statement), and
 - (iv) section 911B (report on material changes of assets of merging company); and
- (b) the requirements of section 911 (inspection of documents) so far as relating to any document required to be drawn up under sections 908, 909 or 910.]
- (2) For the purposes of this section—
- (a) the members, or holders of other securities, of a company, and
 - (b) whether shares or other securities carry a right to vote in general meetings of the company,
- are determined as at the date of the application to the court under section 896.]

Textual Amendments

- F4** S. 918A inserted (6.4.2008) by [The Companies \(Mergers and Divisions of Public Companies\) \(Amendment\) Regulations 2008 \(S.I. 2008/690\)](#), **reg. 2(2)**
- F5** S. 918A: words in heading substituted (1.8.2011 with application in accordance with reg. 1(2)) by [The Companies \(Reporting Requirements in Mergers and Divisions\) Regulations 2011 \(S.I. 2011/1606\)](#), **reg. 18(4)**
- F6** Words in s. 918A(1) substituted (1.8.2011 with application in accordance with reg. 1(2)) by [The Companies \(Reporting Requirements in Mergers and Divisions\) Regulations 2011 \(S.I. 2011/1606\)](#), **reg. 18(2)**
- F7** Words in s. 918A(1) substituted (1.8.2011 with application in accordance with reg. 1(2)) by [The Companies \(Reporting Requirements in Mergers and Divisions\) Regulations 2011 \(S.I. 2011/1606\)](#), **reg. 18(2)**
- F8** S. 918A(1A) inserted (1.8.2011 with application in accordance with reg. 1(2)) by [The Companies \(Reporting Requirements in Mergers and Divisions\) Regulations 2011 \(S.I. 2011/1606\)](#), **reg. 18(3)**

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