



# Companies Act 2006

## 2006 CHAPTER 46

### PART 13

#### RESOLUTIONS AND MEETINGS

#### CHAPTER 3

#### RESOLUTIONS AT MEETINGS

#### *Calling meetings*

### **303 Members' power to require directors to call general meeting**

- (1) The members of a company may require the directors to call a general meeting of the company.
- (2) The directors are required to call a general meeting once the company has received requests to do so from—
  - (a) members representing at least [<sup>F1</sup>5%] of such of the paid-up capital of the company as carries the right of voting at general meetings of the company (excluding any paid-up capital held as treasury shares); or
  - (b) in the case of a company not having a share capital, members who represent at least [<sup>F1</sup>5%] of the total voting rights of all the members having a right to vote at general meetings.
- (3) <sup>F2</sup>.....
- (4) A request—
  - (a) must state the general nature of the business to be dealt with at the meeting, and
  - (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.

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- (5) A resolution may properly be moved at a meeting unless—
- (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise),
  - (b) it is defamatory of any person, or
  - (c) it is frivolous or vexatious.
- (6) A request—
- (a) may be in hard copy form or in electronic form, and
  - (b) must be authenticated by the person or persons making it.

#### Textual Amendments

- F1** Words in s. 303(2)(a)(b) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 4\(2\)](#) (with application as stated in [reg. 1\(2\)](#))
- F2** S. 303(3) omitted (3.8.2009) by virtue of [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 4\(3\)](#) (with application as stated in [reg. 1\(2\)](#))

#### Commencement Information

- I1** S. 303 wholly in force at 1.10.2007; s. 303 not in force at Royal Assent see s. 1300; s. 303 in force at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(1\)\(f\)](#) (with saving in [art. 12](#) and subject to transitional adaptations specified in [Sch. 1](#) and with transitional provisions and savings in [Sch. 3](#))

**Changes to legislation:**

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**Changes and effects yet to be applied to the whole Act associated Parts and Chapters:**

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

**Whole provisions yet to be inserted into this Act (including any effects on those provisions):**

- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))