



# Companies Clauses Consolidation (Scotland) Act 1845

## 1845 CHAPTER 17

### *General Meetings*

And with respect to the General Meetings of the Company, and the Exercise of the Right of voting by the Shareholders, be it enacted as follows :

#### **LXIX Ordinary-Meetings to be held half-yearly.**

The First General Meeting of the Shareholders of the Company shall be held within the prescribed Time, or if no Time be prescribed within One Month after the passing of the special Act, and the future General Meetings shall be held at the prescribed Periods, and if no Periods be prescribed in the Months of *February* and *August* in each Year, or at such other stated Periods as shall be appointed for that Purpose by an Order of a General Meeting; and the Meetings so appointed to be held as aforesaid shall be called " Ordinary Meetings;" and all Meetings, whether ordinary or extraordinary, shall be held in the prescribed Place, if any, and if no Place be prescribed then at some Place to be appointed by the Directors.

#### **LXX Business at Ordinary Meetings.**

No Matters, except such as are appointed by this or the special Act to be done at an Ordinary Meeting, shall be transacted at any such Meeting, unless special Notice of such Matters have been given in the Advertisement convening such Meeting.

#### **LXXI Extraordinary Meetings.**

Every General Meeting of the Shareholders, other than an Ordinary Meeting, shall be called an "Extraordinary Meeting;" and such Meetings may be convened by the Directors at such Times as they think fit.

**LXXII Business at Extraordinary Meetings.**

No Extraordinary Meeting shall enter upon any Business not set forth in the Notice upon which it shall have been convened.

**LXXIII Extraordinary Meetings may be required by Shareholders to be convened.**

It shall be lawful for the prescribed Number of Shareholders, holding in the aggregate Shares to the prescribed Amount, or, where the Number of Shareholders or Amount of Shares shall not be prescribed, it shall be lawful for Twenty or more Shareholders, holding in the aggregate not less than One Tenth of the Capital of the Company, by Writing under their Hands, at any Time to require the Directors to call an Extraordinary Meeting of the Company; and such Requisition shall fully express the Object of the Meeting required to be called, and shall be left at the Office of the Company, or given to at least Three Directors, or left at their last or usual Places of Abode; and forthwith upon the Receipt of such Requisition the Directors shall convene a Meeting of the Shareholders ; and if for Twenty-one Days after such Notice the Directors fail to call such Meeting, the prescribed Number of Shareholders, or such other Number as aforesaid, qualified as aforesaid, may call such Meeting by giving Fourteen Days public Notice thereof.

**LXXIV Notice of Meetings.**

Ten Days public Notice at the least of all Meetings, whether ordinary or extraordinary, shall be given by Advertisement, which shall specify the Place, the Day, and the Hour of Meeting ; and every Notice of an Extraordinary Meeting, or of an Ordinary Meeting if any other Business than the Business hereby or by the special Act appointed for Ordinary Meetings is to be done thereat, shall specify the Purpose for which the Meeting is called.

**LXXV Quorum for a General Meeting.**

In order to constitute a Meeting (whether ordinary or extraordinary) there shall be present, either personally or by Proxy, the prescribed Quorum, and if no Quorum be prescribed then Shareholders holding in the aggregate not less than One Twentieth of the Capital of the Company, and being in Number not less than One for every Five hundred Pounds of such required Proportion of Capital, unless such Number would be more than Twenty, in which Case Twenty Shareholders holding not less than One Twentieth of the Capital of the Company shall be the Quorum ; and if within One Hour from the Time appointed for such Meeting the said Quorum be not present no Business shall be transacted at the Meeting other than the declaring of a Dividend, in case that shall be one of the Objects of the Meeting, but such Meeting shall, except in the Case of a Meeting for the Election of Directors herein-after mentioned, be held to be adjourned *sine Die*.

**LXXVI Chairman at General Meetings.**

At every Meeting of the Company one or other of the following Persons shall preside as Chairman ; that is to say, the Chairman of the Directors, or in his Absence the Deputy Chairman (if any), or in the Absence of the Chairman and Deputy Chairman some one of the Directors of the Company to be chosen for that Purpose by the Meeting, or in the Absence of the Chairman and Deputy Chairman and of all the Directors any

Shareholder to be chosen for that Purpose by a Majority of the Shareholders present at such Meeting.

#### **LXXVIBusiness at Meetings and Adjournments.**

The Shareholders present at any such Meeting shall proceed in the Execution of the Powers of the Company with respect to the Matters for which such Meeting shall have been convened, and those only; and every such Meeting may be adjourned from Time to Time, and from Place to Place ; and no Business shall be transacted at any adjourned Meeting other than the Business left unfinished at the Meeting from which such Adjournment took place.

#### **LXXVIMotes of Shareholders.**

At all General Meetings of the Company every Shareholder shall be entitled to vote according to the prescribed Scale of Voting, and where no Scale shall be prescribed every Shareholder shall have One Vote for every Share up to Ten, and he shall have an additional Vote for every Five Shares beyond the first Ten Shares held by him up to One hundred, and an additional Vote for every Ten Shares held by him beyond the first Hundred Shares: Provided always, that no Shareholder shall be entitled to vote at any Meeting unless he shall have paid all the Calls then due upon the Shares held by him.

#### **LXXIXManner of voting.**

The Votes may be given either personally or by Proxies, being Shareholders, authorized by Writing according to the Form in the Schedule (F.) to this Act annexed, or in a Form to the like Effect, under the Hand of the Shareholder nominating such Proxy, or if such Shareholder be a Corporation then under their Common Seal; and every Proposition at any such Meeting shall be determined by the Majority of Votes of the Parties present, including Proxies, the Chairman of the Meeting being entitled to vote, not only as a Principal and Proxy, but to have a casting Vote if there be an Equality of Votes.

#### **LXXX Regulations as to Proxies.**

No Person shall be entitled to vote as a Proxy unless the Instrument appointing such Proxy have been transmitted to the Secretary of the Company within the prescribed Period, or, if no Period be prescribed, not less than Forty-eight Hours before the Time appointed for holding the Meeting at which such Proxy is to be used.

#### **LXXXIVotes of joint Shareholders.**

If several Persons be jointly entitled to a Share, the Person whose Name stands first in the Register of Shareholders as one of the Holders of such Share shall, for the Purpose of voting at any Meeting, be deemed the sole Proprietor thereof; and on all Occasions the Vote of such first-named Shareholder, either in Person or by Proxy, shall be allowed as the Vote in respect of such Share, without Proof of the Concurrence of the other Holders thereof.

**LXXXI**Notes of Lunatics and Minors, &c.

If any Shareholder be a Lunatic or Idiot, fatuous or furious Person, such Lunatic or Idiot, fatuous or furious Person, may vote by his Tutor, Curator, or other Person appointed to manage his Estate ; and if any Shareholder be a Minor he may vote by his Tutors or Curators or any one of them; and every such Vote may be given either in Person or by Proxy.

**LXXXII**Proof of a particular Majority of Votes only required in the event of a Poll being demanded.

Whenever in this or the special Act the Consent of any particular Majority of Votes at any Meeting of the Company is required in order to authorize any Proceeding of the Company, such particular Majority shall only be required to be proved in the event of a Poll being demanded at such Meeting; and if such Poll be not demanded then a Declaration by the Chairman that the Resolution authorizing such Proceeding has been carried, and an Entry to that Effect in the Book of Proceedings of the Company, shall be sufficient Authority for such Proceeding, without Proof of the Number or Proportion of Votes recorded in favour of or against the same.