

## SCHEDULE

### AMENDMENTS TO THE COMPANIES ACT 1985 AND THE INSOLVENCY ACT 1986

#### Recording of decisions by the sole member

6.—(1) In Chapter IV of Part XI of the Companies Act 1985, after section 382A(1) insert—

##### “Recording of decisions by the sole member

**382B.**—(1) Where a private company limited by shares or by guarantee has only one member and he takes any decision which may be taken by the company in general meeting and which has effect as if agreed by the company in general meeting, he shall (unless that decision is taken by way of a written resolution) provide the company with a written record of that decision.

(2) If the sole member fails to comply with subsection (1) he shall be liable to a fine.

(3) Failure by the sole member to comply with subsection (1) shall not affect the validity of any decision referred to in that subsection.”.

(2) In Schedule 24 to the Companies Act 1985 (punishment of offences), after the entry relating to section 382(5) insert—

---

|          |                                                                                 |         |                                  |
|----------|---------------------------------------------------------------------------------|---------|----------------------------------|
| “382B(2) | Failure of sole member to provide the company with a written record of decision | Summary | Level 2 on the standard scale.”. |
|----------|---------------------------------------------------------------------------------|---------|----------------------------------|

---

(1) Section 382A was inserted by section 113 of the Companies Act 1989.