

SCHEDULE 1

Article 32(1)

Amendment of Table A

1. Regulation 1 of Table A (interpretation) is amended by inserting the following definitions at the appropriate places—

““communication” means the same as in the Electronic Communications Act 2000,

“electronic communication” means the same as in the Electronic Communications Act 2000”.

2.—(1) Regulation 60 of Table A (appointment of proxy) is amended as follows.

(2) For the words “An instrument appointing” substitute the words “The appointment of”, and omit the words “in writing”.

3. In regulation 61 of Table A (instructions to proxy), for the words “instrument appointing” substitute the words “appointment of”.

4.—(1) Regulation 62 of Table A (lodging of proxy appointment) is amended as follows.

(2) For the words “The instrument appointing” substitute the words “The appointment of”.

(3) In sub-paragraph (a), before the words “be deposited” insert “in the case of an instrument in writing”.

(4) After sub-paragraph (a) insert the following—

“(aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications—

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;”.

(5) In sub-paragraph (b), after the words “be deposited” insert the words “or received”.

(6) For the words “and an instrument of proxy which is not deposited or delivered” substitute “and an appointment of proxy which is not deposited, delivered or received”.

(7) At the end insert the words “In this regulation and the next, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.”

5. In regulation 63 of Table A (determination of proxy appointment), after the word “deposited” insert the words “or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received.”

6. For regulation 111 of Table A (form of notices) substitute the following—

“**111.** Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this regulation, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.”

7. In regulation 112 of Table A (giving of notices)—

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- (a) after the words “leaving it at that address”, insert the words “or by giving it using electronic communications to an address for the time being notified to the company by the member”,
- (b) after the words “at which notices may be given to him” insert the words “, or an address to which notices may be sent using electronic communications,” and
- (c) at the end insert the words “In this regulation and the next, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.”

8.—(1) Regulation 115 of Table A (when notices deemed to be given) is amended as follows.

(2) After the words “notice was given.” insert “Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.”

(3) After the words “was posted” insert the words “or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent”.