

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)—

*Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.*

- (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”.

## SCHEDULE 2

Article 32(2)

### **Amendment of the Companies (Summary Financial Statement) Regulations 1995**

1. The Companies (Summary Financial Statement) Regulations 1995 are amended as follows.

2.—(1) Regulation 2 (interpretation) is hereby renumbered regulation 2(1), and the following definitions are inserted at the appropriate places—

““address” means the same as in section 262(1) of the Companies Act 1985;

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

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

(2) Insert the following paragraph after regulation 2(1)—

“(2) References in these Regulations to sending an entitled person copies of the full accounts and reports include sending such copies in accordance with section 238(4A) and (4B), and references to sending an entitled person a summary financial statement include sending such a statement in accordance with section 251(2A) and (2B).”

3. In regulation 4 (ascertainment of entitled person’s wishes)—

(a) in paragraph (2)(a) omit the words “in writing”,

(b) in paragraph (3), after the words “paragraph (2)(a) above” insert the words “and subject to paragraph (3A) below”, and

(c) insert the following paragraph after paragraph (3)—

“(3A) If a relevant notification is not in writing, it must be contained in an electronic communication transmitted to the company at an address specified by or on behalf of the company for that purpose.”

4.—(1) Regulation 5 (consultation by notice) is amended as follows.

(2) In paragraph (1)—

(a) for the words “authorised by the company's” substitute the words “in which the company may send notices of meetings pursuant to the 1985 Act or its”,

- (b) in sub-paragraph (a) for the words “in writing” substitute “either in writing or by sending the notification in an electronic communication to an address specified for that purpose”, and
  - (c) in sub-paragraph (c) omit the word “printed”.
- (3) In paragraph (2)—
- (a) for the words from “printed card” to “paid by the company”, substitute “card or form (in respect of which, in the case of a card or form sent by post, any postage necessary for its return to the company has been, or will be, paid by the company),”, and
  - (b) after the words “returning the card or form” insert “either by post or in an electronic communication sent to a specified address”.
- (4) In paragraph (3), omit the word “printed”.
- 5.—**(1) Regulation 6 (relevant consultation) is amended as follows.
- (2) In paragraph (2)—
- (a) for the words “authorised by the company’s” substitute the words “in which the company may send notices of meetings pursuant to the 1985 Act or its”,
  - (b) in sub-paragraph (a), for the words “in writing” substitute “either in writing or by sending the notification in an electronic communication to an address specified for that purpose”, and
  - (c) in sub-paragraph (d)—
    - (i) omit the word “printed”,
    - (ii) after the words “in respect of which” insert “, in the case of a card or form sent by post,”, and
    - (iii) after the words “returning the card or form” insert “either by post or in an electronic communication sent to a specified address”.
- 6.** In paragraph (5)(b) of regulation 7 (provisions applying to all companies and groups), omit the words “in writing”.