
STATUTORY INSTRUMENTS

2009 No. 1632

The Companies (Shareholders' Rights) Regulations 2009

PART 2

AMENDMENTS OF GENERAL APPLICATION

Voting by proxy

3. For section 285 of the Companies Act 2006 (voting: specific requirements) substitute—

“Voting by proxy

285.—(1) On a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote.

This is subject to subsection (2).

(2) On a vote on a resolution on a show of hands at a meeting, a proxy has one vote for and one vote against the resolution if—

- (a) the proxy has been duly appointed by more than one member entitled to vote on the resolution, and
- (b) the proxy has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it.

(3) On a poll taken at a meeting of a company all or any of the voting rights of a member may be exercised by one or more duly appointed proxies.

(4) Where a member appoints more than one proxy, subsection (3) does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

(5) Subsections (1) and (2) have effect subject to any provision of the company's articles.

Voting rights on poll or written resolution

285A. In relation to a resolution required or authorised by an enactment, if a private company's articles provide that a member has a different number of votes in relation to a resolution when it is passed as a written resolution and when it is passed on a poll taken at a meeting—

- (a) the provision about how many votes a member has in relation to the resolution passed on a poll is void, and
- (b) a member has the same number of votes in relation to the resolution when it is passed on a poll as the member has when it is passed as a written resolution.”