



Companies Act 1985

1985 CHAPTER 6

PART XI

COMPANY ADMINISTRATION AND PROCEDURE

CHAPTER IV

MEETINGS AND RESOLUTIONS

Records of proceedings

382 Minutes of meetings.

- (1) Every company shall cause minutes of all proceedings of general meetings, all proceedings at meetings of its directors and, where there are managers, all proceedings at meetings of its managers to be entered in books kept for that purpose.
- (2) Any such minute, if purporting to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, is evidence of the proceedings.
- (3) Where a shadow director by means of a notice required by section 317(8) declares an interest in a contract or proposed contract, this section applies—
 - (a) if it is a specific notice under paragraph (a) of that subsection, as if the declaration had been made at the meeting there referred to, and
 - (b) otherwise, as if it had been made at the meeting of the directors next following the giving of the notice;and the making of the declaration is in either case deemed to form part of the proceedings at the meeting.
- (4) Where minutes have been made in accordance with this section of the proceedings at any general meeting of the company or meeting of directors or managers, then, until the contrary is proved, the meeting is deemed duly held and convened, and

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all proceedings had at the meeting to have been duly had; and all appointments of directors, managers or liquidators are deemed valid.

- (5) If a company fails to comply with subsection (1), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

[^{F1}382A Recording of written resolutions.

- (1) Where a written resolution is agreed to in accordance with section 381A which has effect as if agreed by the company in general meeting, the company shall cause a record of the resolution (and of the signatures) to be entered in a book in the same way as minutes of proceedings of a general meeting of the company.
- (2) Any such record, if purporting to be signed by a director of the company or by the company secretary, is evidence of the proceedings in agreeing to the resolution; and where a record is made in accordance with this section, then, until the contrary is proved, the requirements of this Act with respect to those proceedings shall be deemed to be complied with.
- (3) Section 382(5) (penalties) applies in relation to a failure to comply with subsection (1) above as it applies in relation to a failure to comply with subsection (1) of that section; and section 383 (inspection of minute books) applies in relation to a record made in accordance with this section as it applies in relation to the minutes of a general meeting.]

Textual Amendments

F1 S. 382A inserted by Companies Act 1989 (c. 40, SIF 27), ss. 113(3), 213(2)

[^{F2}382B Recording of decisions by the sole member

- (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.]

Textual Amendments

F2 S. 382B inserted (15.7.1992) by S.I. 1992/1699, reg. 2, Sch. para. 6(1).

383 Inspection of minute books.

- (1) The books containing the minutes of proceedings of any general meeting of a company held on or after 1st November 1929 shall be kept at the company's registered office, and shall ^{F3} . . . be open to the inspection of any member without charge.

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^{F4}(2)

- (3) Any member shall be entitled [^{F5}on payment of such fee as may be prescribed] to be furnished, within 7 days after he has made a request in that behalf to the company, with a copy of any such minutes as are referred to above, ^{F6}
- (4) If an inspection required under this section is refused or if a copy required under this section is not sent within the proper time, the company and every officer of it who is in default is liable in respect of each offence to a fine.
- (5) In the case of any such refusal or default, the court may by order compel an immediate inspection of the books in respect of all proceedings of general meetings, or direct that the copies required be sent to the persons requiring them.

Textual Amendments

- F3** Words in s. 383(1) repealed (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(9)(a), 212, 213(2), **Sch. 24**; S.I. 1991/1996, **art. 2(2)(b)(c)**.
- F4** S. 383(2) repealed (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(9)(b), 212, 213(2), **Sch. 24**; 1991/1996, art. 2(2)(b)(c).
- F5** Words in s. 383(3) inserted (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), **ss. 143(9)(c)**, 213(2); S.I. 1991/1996, **art. 2(2)(b)**.
- F6** Words in s. 383(3) repealed (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(9)(c), 212, 213(2), **Sch. 24**; S.I. 1991/1996, **art. 2(2)(b)(c)**.

Modifications etc. (not altering text)

- C1** S. 383(1) explained (1.11.1991) by S.I. 1991/1998, **reg. 3(1)**.

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