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## SCHEDULES

### [<sup>F1F2</sup>SCHEDULE 15A

#### WRITTEN RESOLUTIONS OF PRIVATE COMPANIES]

##### Textual Amendments

- F1** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)
- F2** Schs. 1-15B repealed (prosp.) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16 and the repeal being partly in force, as to which see individual provisions

#### PART I

##### EXCEPTIONS

- 1 Section 381A does not apply to—
- (a) a resolution under section 303 removing a director before the expiration of his period of office, or
  - (b) a resolution under section 391 removing an auditor before the expiration of his term of office.

#### [<sup>F3</sup>PART II

##### ADAPTATION OF PROCEDURAL REQUIREMENTS]

##### Textual Amendments

- F3** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

##### *Introductory*

- 2 (1) In this Part of this Schedule (which adapts certain requirements of this Act in relation to proceedings under section 381A)—
- (a) a “written resolution” means a resolution agreed to, or proposed to be agreed to, in accordance with that section, and
  - (b) a “relevant member” means a member by whom, or on whose behalf, the resolution is required to be signed in accordance with that section.
- (2) A written resolution is not effective if any of the requirements of this Part of this Schedule is not complied with.

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*[<sup>F4</sup> Section 95 (disapplication of pre-emption rights)]*

**Textual Amendments**

**F4** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 3
- (1) The following adaptations have effect in relation to a written resolution under section 95(2) (disapplication of pre-emption rights), or renewing a resolution under that provision.
  - (2) So much of section 95(5) as requires the circulation of a written statement by the directors with a notice of meeting does not apply, but such a statement must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.
  - (3) Section 95(6) (offences) applies in relation to the inclusion in any such statement of matter which is misleading, false or deceptive in a material particular.

*[<sup>F5</sup> Section 155 (financial assistance for purchase of company's own shares or those of holding company)]*

**Textual Amendments**

**F5** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 4
- In relation to a written resolution giving approval under section 155(4) or (5) (financial assistance for purchase of company's own shares or those of holding company), section 157(4)(a) (documents to be available at meeting) does not apply, but the documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

*[<sup>F6</sup> Sections 164, 165 and 167 (authority for off-market purchase or contingent purchase contract of company's own shares)]*

**Textual Amendments**

**F6** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 5
- (1) The following adaptations have effect in relation to a written resolution—
    - (a) conferring authority to make an off-market purchase of the company's own shares under section 164(2),
    - (b) conferring authority to vary a contract for an off-market purchase of the company's own shares under section 164(7), or
    - (c) varying, revoking or renewing any such authority under section 164(3).

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- (2) Section 164(5) (resolution ineffective if passed by exercise of voting rights by member holding shares to which the resolution relates) does not apply; but for the purposes of section 381A(1) a member holding shares to which the resolution relates shall not be regarded as a member who would be entitled to attend and vote.
- (3) Section 164(6) (documents to be available at company's registered office and at meeting) does not apply, but the documents referred to in that provision and, where that provision applies by virtue of section 164(7), the further documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.
- (4) The above adaptations also have effect in relation to a written resolution in relation to which the provisions of section 164(3) to (7) apply by virtue of—
  - (a) section 165(2) (authority for contingent purchase contract), or
  - (b) section 167(2) (approval of release of rights under contract approved under section 164 or 165).

*[<sup>F7</sup> Section 173 (approval for payment out of capital)]*

**Textual Amendments**

**F7** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 6 (1) The following adaptations have effect in relation to a written resolution giving approval under section 173(2) (redemption or purchase of company's own shares out of capital).
- (2) Section 174(2) (resolution ineffective if passed by exercise of voting rights by member holding shares to which the resolution relates) does not apply; but for the purposes of section 381A(1) a member holding shares to which the resolution relates shall not be regarded as a member who would be entitled to attend and vote.
- (3) Section 174(4) (documents to be available at meeting) does not apply, but the documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

*[<sup>F8</sup> Section 319 (approval of director's service contract)]*

**Textual Amendments**

**F8** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. 114(1), 213(2)

- 7 In relation to a written resolution approving any such term as is mentioned in section 319(1) (director's contract of employment for more than five years), section 319(5) (documents to be available at company's registered office and at meeting) does not apply, but the documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

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*[<sup>F9</sup> Section 337 (funding of director's expenditure in performing his duties)]*

**Textual Amendments**

**F9** Sch. 15A (new) inserted by Companies Act 1989 (c. 40, SIF 27), ss. **114(1)**, 213(2)

- 8 In relation to a written resolution giving approval under section 337(3)(a)(funding a director's expenditure in performing his duties), the requirement of that provision that certain matters be disclosed at the meeting at which the resolution is passed does not apply, but those matters must be disclosed to each relevant member at or before the time at which the resolution is supplied to him for signature.

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