



Companies Act 1985

1985 CHAPTER 6

PART XI

COMPANY ADMINISTRATION AND PROCEDURE

CHAPTER IV

MEETINGS AND RESOLUTIONS

Meetings

366 Annual general meeting.

F1

Textual Amendments

F1 S. 366 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

366A Election by private company to dispense with annual general meetings.

F2

Textual Amendments

F2 S. 366A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

Status: Point in time view as at 01/10/2009.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter IV. (See end of Document for details)

367 Secretary of State’s power to call meeting in default.

F3

Textual Amendments
F3 S. 367 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

368 Extraordinary general meeting on members’ requisition.

F4

Textual Amendments
F4 S. 368 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

369 Length of notice for calling meetings.

F5

Textual Amendments
F5 S. 369 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

370 General provisions as to meetings and votes.

F6

Textual Amendments
F6 S. 370 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

370A Quorum at meetings of the sole member

F7

Textual Amendments
F7 S. 370A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

371 Power of court to order meeting.

F8

Status: Point in time view as at 01/10/2009.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter IV. (See end of Document for details)

Textual Amendments

F8 S. 371 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8, Sch. 2 Pt. 1** (with **art. 12**)

372 Proxies.

F9

Textual Amendments

F9 S. 372 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8, Sch. 2 Pt. 1** (with **art. 12**)

373 Right to demand a poll.

F10

Textual Amendments

F10 S. 373 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8, Sch. 2 Pt. 1** (with **art. 12**)

374 Voting on a poll.

F11

Textual Amendments

F11 S. 374 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8, Sch. 2 Pt. 1** (with **art. 12**)

375 Representation of corporations at meetings.

F12

Textual Amendments

F12 S. 375 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8, Sch. 2 Pt. 1** (with **art. 12**)

Resolutions

376 Circulation of members' resolutions.

F13

Status: Point in time view as at 01/10/2009.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter IV. (See end of Document for details)

Textual Amendments

F13 S. 376 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

377 In certain cases, compliance with s. 376 not required.

F14

Textual Amendments

F14 S. 377 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

378 Extraordinary and special resolutions.

F15

Textual Amendments

F15 S. 378 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

379 Resolution requiring special notice.

F16

Textual Amendments

F16 S. 379 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

379A Elective resolution of private company.

F17

Textual Amendments

F17 S. 379A repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

380 Registration, etc. of resolutions and agreements.

F18

Status: Point in time view as at 01/10/2009.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter IV. (See end of Document for details)

Textual Amendments

F18 S. 380 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

381 Resolution passed at adjourned meeting.

F19

Textual Amendments

F19 S. 381 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

Written resolutions of private companies

381A Written resolutions of private companies.

F20

Textual Amendments

F20 S. 381A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

381B Duty to notify auditors of proposed written resolution

F21

Textual Amendments

F21 S. 381B repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

381C Written resolutions: supplementary provisions.

F22

Textual Amendments

F22 S. 381C repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

Status: Point in time view as at 01/10/2009.

*Changes to legislation: There are currently no known outstanding effects
 for the Companies Act 1985, Chapter IV. (See end of Document for details)*

Records of proceedings

382 Minutes of meetings.

F23

Textual Amendments

F23 S. 382 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

382A Recording of written resolutions.

F24

Textual Amendments

F24 S. 382A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

382B Recording of decisions by the sole member

F25

Textual Amendments

F25 S. 382B repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

383 Inspection of minute books.

F26

Textual Amendments

F26 S. 383 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

[^{F27} Appointment of auditors

Textual Amendments

F27 New ss. 384–388A inserted (subject to the savings and transitional provisions in S.I. 1990/355, arts. 4, 10, **Sch. 4**) by Companies Act 1989 (c. 40, SIF 27), ss. **118**, 119(1), 213(2), (as part of the text inserted to replace Chapter V as mentioned in s. 118 of the 1989 Act)

Status: Point in time view as at 01/10/2009.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter IV. (See end of Document for details)

384 Duty to appoint auditors.

F28

Textual Amendments

F28 S. 384 repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

385 Appointment at general meeting at which accounts laid.

F29

Textual Amendments

F29 S. 385 repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

385A Appointment by private company which is not obliged to lay accounts.

F30

Textual Amendments

F30 S. 385A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

386 Election by private company to dispense with annual appointment.

F31

Textual Amendments

F31 S. 386 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

387 Appointment by Secretary of State in default of appointment by company.

F32

Textual Amendments

F32 S. 387 repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

388 Filling of casual vacancies.

F33

Status: Point in time view as at 01/10/2009.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter IV. (See end of Document for details)

Textual Amendments

F33 S. 388 repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

388A Certain companies exempt from obligation to appoint auditors

F34]

Textual Amendments

F34 S. 388A repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

F35 389

Textual Amendments

F35 S. 389 repealed (01.10.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), **Sch. 24**; S.I. 1991/1996, **art. 2(1)(c)(i)**.

Rights of auditors

389A Rights to information.

F36

Textual Amendments

F36 S. 389A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

389B Offences relating to the provision of information to auditors

F37

Textual Amendments

F37 S. 389B repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

390 Right to attend company meetings, &c.

F38

Status: Point in time view as at 01/10/2009.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter IV. (See end of Document for details)

Textual Amendments

F38 S. 390 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Remuneration of auditors

390A Remuneration of auditors.

F39

Textual Amendments

F39 S. 390A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

390B Disclosure of services provided by auditors or associates and related remuneration

F40

Textual Amendments

F40 S. 390B repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Removal, resignation, &c. of auditors

391 Removal of auditors.

F41

Textual Amendments

F41 S. 391 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

391A Rights of auditors who are removed or not re-appointed.

F42

Textual Amendments

F42 S. 391A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Status: Point in time view as at 01/10/2009.

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 for the Companies Act 1985, Chapter IV. (See end of Document for details)*

392 Resignation of auditors.

F43

Textual Amendments

F43 S. 392 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

392A Rights of resigning auditors.

F44

Textual Amendments

F44 S. 392A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

393 Termination of appointment of auditors not appointed annually.

F45

Textual Amendments

F45 S. 393 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

394 Statement by person ceasing to hold office as auditor.

F46

Textual Amendments

F46 S. 394 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 para. 16(2))

394A Offences of failing to comply with s. 394.

F47

Textual Amendments

F47 S. 394A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 para. 16(2))

Status:

Point in time view as at 01/10/2009.

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 1985, Chapter IV.