



# Companies Act 1985

## 1985 CHAPTER 6

### PART XI

#### COMPANY ADMINISTRATION AND PROCEDURE

#### CHAPTER IV

#### MEETINGS AND RESOLUTIONS

#### *Resolutions*

#### **376 Circulation of members' resolutions.**

**F1** .....

#### **Textual Amendments**

**F1** S. 376 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)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.**

**F2** .....

#### **Textual Amendments**

**F2** S. 377 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

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**378 Extraordinary and special resolutions.**

F3 .....

**Textual Amendments**  
F3 S. 378 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)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.**

F4 .....

**Textual Amendments**  
F4 S. 379 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

**[<sup>F5</sup>379A Elective resolution of private company.**

- (1) An election by a private company for the purposes of—
  - (a) section 80A (election as to duration of authority to allot shares),
  - (b) <sup>F6</sup> .....
  - (c) <sup>F6</sup> .....
  - (d) <sup>F6</sup> .....
  - (e) <sup>F6</sup> .....

shall be made by resolution of the company in general meeting in accordance with this section.

Such a resolution is referred to in this Act as an “elective resolution”.

- (2) An elective resolution is not effective unless—
  - (a) at least 21 days’ notice in writing is given of the meeting, stating that an elective resolution is to be proposed and stating the terms of the resolution, and
  - (b) the resolution is agreed to at the meeting, in person or by proxy, by all the members entitled to attend and vote at the meeting.

[ An elective resolution is effective notwithstanding the fact that less than 21 days’  
<sup>F7</sup>(2A) notice in writing of the meeting is given if all the members entitled to attend and vote at the meeting so agree.]

- (2B) <sup>F8</sup> .....
- (2C) <sup>F8</sup> .....
- (2D) <sup>F8</sup> .....
- (2E) <sup>F8</sup> .....
- (2F) <sup>F8</sup> .....

- (3) The company may revoke an elective resolution by passing an ordinary resolution to that effect.

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- (4) An elective resolution shall cease to have effect if the company is re-registered as a public company.
- (5) An elective resolution may be passed or revoked in accordance with this section, and the provisions referred to in [F9subsections (1) and (2B) to (2E)] have effect, notwithstanding any contrary provision in the company's articles of association.]
- (5A) F8 .....

**Textual Amendments**

- F5 S. 379A inserted by Companies Act 1989 (c. 40, SIF 27), ss. 116(2), 213(2)
- F6 S. 379A(1)(b)-(e) 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)
- F7 S. 379A(2A) inserted (19.6.1996) by S.I. 1996/1471, art. 2
- F8 S. 379A(2B)-(2F)(5A) repealed (20.1.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2006/3428, art. 7(b), Sch. 3 Pt. 1 (with arts. 6, 8, Sch. 5 (as amended by S.I. 2007/3495, art. 11, Sch. 5))
- F9 Words in s. 379A(5) substituted (22.12.2000) by S.I. 2000/3373, art. 21(1)(3)

**380 Registration, etc. of resolutions and agreements.**

- (1) A copy of every resolution or agreement to which this section applies shall, within 15 days after it is passed or made, be forwarded to the registrar of companies and recorded by him; and it must be either a printed copy or else a copy in some other form approved by the registrar.
- (2) Where articles have been registered, a copy of [F10every resolution or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies (resolutions and agreements affecting a company's constitution) and which is] for the time being in force shall be embodied in or annexed to every copy of the articles issued after the passing of the resolution or the making of the agreement.
- (3) Where articles have not been registered, a printed copy of every such resolution or agreement shall be forwarded to any member at his request on payment of 5 pence or such less sum as the company may direct.
- (4) This section applies to—
  - (a) F11 .....
  - (b) extraordinary resolutions;
  - [F12(bb) an elective resolution or a resolution revoking such a resolution;]
  - (c) F11 .....
  - (d) F11 .....
  - (e) F11 .....
  - (f) F11 .....
  - (g) F11 .....
  - (h) F11 .....
  - (j) F11 .....
  - (k) F11 .....
  - (l) F11 .....
  - (m) F11 .....

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[<sup>F13</sup>(4ZA) This section does not, despite paragraphs (a) to (c) of subsection (4), apply to any resolution of a company which is—

- (a) registered as a company in Scotland, and
- (b) entered in the Scottish Charity Register,

where that resolution is of either of the types mentioned in section 56(5) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10).]

[<sup>F14</sup>(4A) For the purposes of this section, references to a member of a company do not include the company itself where it is such a member by virtue only of its holding shares as treasury shares, and accordingly, in such circumstances, the company is not, for those purposes, to be treated as a member of any class of the company's shareholders.]

- (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.
- (6) If a company fails to comply with subsection (2) or (3), the company and every officer of it who is in default is liable to a fine.
- (7) For purposes of subsections (5) and (6), a liquidator of a company is deemed an officer of it.

#### Textual Amendments

- F10** Words in s. 380(2) substituted (1.10.2007) by The Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/2194), art. 10(1), **Sch. 4 para. 1(9)** (with art. 12)
- F11** S. 380(4)(a)(c)-(m) 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) (as substituted by S.I. 2007/2607, art. 4(2)(a))
- F12** S. 380(4)(bb) inserted by Companies Act 1989 (c. 40, SIF 27), **ss. 116(3)**, 213(2)
- F13** S. 380(4ZA) inserted (S.) (1.4.2006) by Charities and Trustee Investment (Scotland) Act 2005 (asp 10), ss. 104, 107(2), **Sch. 4 para. 6**; S.S.I. 2006/189, **art. 2(1)**, Sch. Pt. 1 (with art. 3(1)(2))
- F14** S. 380(4A) inserted (1.12.2003) by The Companies (Acquisition of Own Shares)(Treasury Shares) Regulations 2003 (S.I. 2003/1116), reg. 4, {Sch. para. 25}

#### Modifications etc. (not altering text)

- C1** S. 380 applied (E.W.) (1.9.1992) by Charities Act 1992 (c. 41), **s. 5(2)**; S.I. 1992/1900, art. 2(1), **Sch. 1**.  
S. 380 applied (E.W.) (1.8.1993) by 1993 c. 10, **ss. 7(2)**, 99(1)
- C2** S. 380(6) extended (12.2.1992) by S.I. 1992/225, **regs. 77(2)**, 89(4).

### 381 Resolution passed at adjourned meeting.

<sup>F15</sup> .....

#### Textual Amendments

- F15** 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)

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