



# Companies Act 1985

## 1985 CHAPTER 6

### PART XI

#### COMPANY ADMINISTRATION AND PROCEDURE

#### CHAPTER IV

#### MEETINGS AND RESOLUTIONS

#### *Resolutions*

#### **378 Extraordinary and special resolutions.**

- (1) A resolution is an extraordinary resolution when it has been passed by a majority of not less than three-fourths of such members as (being entitled to do so) vote in person or, where proxies are allowed, by proxy, at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.
- (2) A resolution is a special resolution when it has been passed by such a majority as is required for the passing of an extraordinary resolution and at a general meeting of which not less than 21 days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given.
- (3) If it is so agreed by a majority in number of the members having the right to attend and vote at such a meeting, being a majority—
  - (a) together holding not less than 95 per cent. in nominal value of the shares giving that right [<sup>F1</sup>(excluding any shares in the company held as treasury shares)] ; or
  - (b) in the case of a company not having a share capital, together representing not less than 95 per cent. of the total voting rights at that meeting of all the members,

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*Status: Point in time view as at 01/12/2003. This version of this provision has been superseded.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Section 378. (See end of Document for details)*

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a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given.

[<sup>F2</sup>A private company may elect (by elective resolution in accordance with section 379A) that the above provisions shall have effect in relation to the company as if for the references to 95 per cent. there were substituted references to such lesser percentage, but not less than 90 per cent. as may be specified in the resolution or subsequently determined by the company in general meeting.]

- (4) At any meeting at which an extraordinary resolution or a special resolution is submitted to be passed, a declaration by the chairman that the resolution is carried is, unless a poll is demanded, conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (5) In computing the majority on a poll demanded on the question that an extraordinary resolution or a special resolution be passed, reference is to be had to the number of votes cast for and against the resolution.
- (6) For purposes of this section, notice of a meeting is deemed duly given, and the meeting duly held, when the notice is given and the meeting held in the manner provided by this Act or the company's articles.

#### **Textual Amendments**

- F1** Words in s. 378(3)(a) inserted (1.12.2003) by The Companies (Acquisition of Own Shares)(Treasury Shares) Regulations 2003 (S.I. 2003/1116), reg. 4, {Sch. para. 24}
- F2** Paragraph inserted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 4, 10, **Sch. 4**) by Companies Act 1989 (c. 40, SIF 27), **ss. 115(3), 213(2)**

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

- C1** S. 378 modified (20.5.2006) by The Takeovers Directive (Interim Implementation) Regulations 2006 (S.I. 2006/1183), **reg. 23**  
 S. 378 modified (6.4.2007) by Companies Act 2006 (c. 46), **ss. 972, 1300**; S.I. 2007/1093, **art. 2(1)(b)**
- C2** S. 378(3) excluded (1.12.2001) by 2000 c. 8, **s. 366(4)(a)**; S.I. 2001/3538, **art. 2(1)**

**Status:**

Point in time view as at 01/12/2003. This version of this provision has been superseded.

**Changes to legislation:**

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