



Companies Act 1985

1985 CHAPTER 6

PART XI

COMPANY ADMINISTRATION AND PROCEDURE

CHAPTER IV

MEETINGS AND RESOLUTIONS

Resolutions

[^{F1}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) section 252 (election to dispense with laying of accounts and reports before general meeting),
 - (c) section 366A (election to dispense with holding of annual general meeting),
 - (d) section 369(4) or 378(3) (election as to majority required to authorise short notice of meeting), or
 - (e) section 386 (election to dispense with appointment of auditors annually),
- 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.

Status: Point in time view as at 22/12/2000. This version of this provision has been superseded.

Changes to legislation: Companies Act 1985, Section 379A is up to date with all changes known to be in force on or before 22 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

[An elective resolution is effective notwithstanding the fact that less than 21 days’
^{F2}(2A) notice in writing of the meeting is given if all the members entitled to attend and vote at the meeting so agree.]

[For the purposes of this section, notice in writing of the meeting is to be taken as given
^{F3}(2B) to a person where notice of the meeting is sent using electronic communications to such address as may for the time being be notified by that person to the company for that purpose.

^{F3}(2C) For the purposes of this section a notice in writing of the meeting is also to be treated as given to a person where—

- (a) the company and that person have agreed that notices of meetings required to be given to that person may instead be accessed by him on a web site;
- (b) the meeting is a meeting to which that agreement applies;
- (c) that person is notified, in a manner for the time being agreed between him and the company for the purpose, of—
 - (i) the publication of the notice on a web site;
 - (ii) the address of that web site; and
 - (iii) the place on that web site where the notice may be accessed, and how it may be accessed;
- (d) the notice continues to be published on that web site throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting;

and for the purposes of this section a notice treated in accordance with this subsection as given to any person is to be treated as so given at the time of the notification mentioned in paragraph (c).

^{F3}(2D) A notification given for the purposes of subsection (2C)(c) must—

- (a) state that it concerns a notice of a company meeting at which an elective resolution is to be proposed, and
- (b) specify the place, date and time of the meeting.

^{F3}(2E) Nothing in subsection (2C) shall invalidate the proceedings of a meeting where—

- (a) any notice that is required to be published as mentioned in paragraph (d) of that subsection is published for a part, but not all, of the period mentioned in that paragraph; and
- (b) the failure to publish that notice throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the company to prevent or avoid.

^{F3}(2F) In so far as the articles of the company do not provide for notices and notifications to be served using electronic communications, the provisions of Table A (as for the time being in force) as to such service shall apply.]

- (3) The company may revoke an elective resolution by passing an ordinary resolution to that effect.
- (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 [^{F4}subsections (1) and (2B) to (2E)] have effect, notwithstanding any contrary provision in the company’s articles of association.]

Status: Point in time view as at 22/12/2000. This version of this provision has been superseded.

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[^{F5}(5A) In this section, “address” includes any number or address used for the purposes of electronic communications.]

Textual Amendments

- F1** S. 379A inserted by [Companies Act 1989 \(c. 40, SIF 27\)](#), **ss. 116(2)**, 213(2)
- F2** S. 379A(2A) inserted (19.6.1996) by S.I. 1996/1471, **art. 2**
- F3** S. 379A(2B)-(2F) inserted (22.12.2000) by S.I. 2000/3373, **art. 21(1)(2)**
- F4** Words in s. 379A(5) substituted (22.12.2000) by S.I. 2000/3373, **art. 21(1)(3)**
- F5** S. 379A(5A) inserted (22.12.2000) by S.I. 2000/3373, **art. 21(1)(4)**

Status:

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